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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**DONAHOO, BALL & McMENAMY, P.A.**

50 NORTH LAURA STREET, SUITE 2925  
JACKSONVILLE, FLORIDA 32202

THOMAS M. DONAHOO\*  
HAYWOOD M. BALL†  
WILLIAM B. McMENAMY\*  
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\*BOARD CERTIFIED TAX LAWYER  
†CERTIFIED CIRCUIT CIVIL MEDIATOR

JOHN W. DONAHOO  
(1907 - 1993)

March 20, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

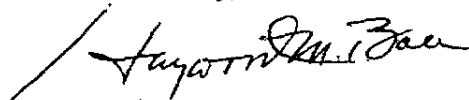
**Re: Our File Number: 5837.001  
Lakeshore Mastercraft and Mercury, LLC  
Articles of Organization**

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Organization for Lakeshore Mastercraft and Mercury, LLC and our firm check in the amount of \$155.00, representing filing fees and certified copy fee. Please be good enough to file the Articles and return a certified copy to my attention at the address listed above.

Your cooperation is appreciated.

Sincerely,



Haywood M. Ball

HMB/lk

Enclosures (2)

cc: Mr. Frank Surface, III

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**ARTICLES OF ORGANIZATION  
OF  
LAKESHORE MASTERCRAFT AND MERCURY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I – NAME**

The name of the limited liability company shall be LAKESHORE MASTERCRAFT AND MERCURY, LLC (the "Company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company is: 3326-1 Lakeshore Blvd., Jacksonville, Florida 32210.

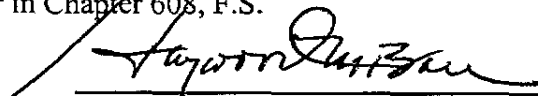
**ARTICLE III – DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent of the Company in the state of Florida is HAYWOOD M. BALL, 50 North Laura Street, Suite 2925, Jacksonville, Florida 32202.

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
HAYWOOD M. BALL

**ARTICLE V – ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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## ARTICLE VI – MEMBERS’ RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

## ARTICLE VII – MANAGEMENT

The Company is a manager-managed company and shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the member of the Company is:

J. Frank Surface, III

5011 Ortega Farms Blvd  
Jacksonville, Florida 32210

**IN WITNESS WHEREOF**, the undersigned organizers have made and subscribed these articles of organization at Jacksonville, Florida on the 19 day of March, 2003.

  
J. FRANK SURFACE, III

In accordance with section 608.408(3), Florida Statutes, the execution of this document by the organizers constitutes an affirmation under the penalties of perjury that the facts stated herein are true.