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GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717

FAX (850) 222-3494

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTON, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPP
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE MCHENRY
MICHAEL J. CANAN

June 16, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-06/16/99--01059--017
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find the **Amended and Re-Stated Articles of Organization**, along with a **checks** in the amount of **\$43.75** and **\$61.25** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Amended and Re-Stated Articles of Organization** for the following entity:

SPECIALTY MARINE GROUP, L.C.
Document Number: L98000002711

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-06/16/99--01059--018
*****61.25 *****61.25

Please call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

Name	
Availability	
Document Examiner	DCC
Updater	DCC
KBPP/ame	
Enclosures	
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Acknowledgement	DCC
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 16 PM 12:27

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99 JUN 16 PM 2:40
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TALLAHASSEE, FLORIDA

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SPECIALTY MARINE GROUP, L.C.**

FILED
99 JUN 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Specialty Marine Group, L.C., a limited liability company formed pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), originally filed its Articles of Organization with the Florida Department of State on November 16, 1998. In accordance with the Act, the undersigned Limited Liability Company hereby desires to amend and restate its Articles of Organization as follows:

ARTICLE I - Name:

The name of this Limited Liability Company is: SPECIALTY MARINE GROUP, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of this Limited Liability Company is:

5797 Lake Winona Road
DeLeon Springs, Florida 32130

ARTICLE III - Duration:

The period of duration for this Limited Liability Company commenced on November 16, 1998, upon the filing of its original Articles of Organization with the Florida Department of State, and shall continue perpetually, unless dissolved in accordance with the Act or the terms of its Operating Agreement and Regulations, as amended (the "Operating Agreement").

ARTICLE IV - Purpose:

The purpose and scope of this Limited Liability Company is to develop, manufacture, and sell competition ski boats and to engage in any other lawful act or activity in connection with any business activity for which limited liability companies may be organized under the Act.

ARTICLE V - Management:

This Limited Liability Company is to be managed by a Board of Managers, and the names and addresses of the initial members of the Board of Managers are as follows:

Rob Shirley	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Mike Shirley	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Gary Mahler	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Kris LaPoint	5797 Lake Winona Road, DeLeon Springs, Florida 32130

99 JUN 16 10:00
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ARTICLE VI - Classes of Membership:

There shall be two (2) classes of membership interests in this Limited Liability Company, a Class A Interest and a Class B Interest. Initially, there shall be Forty Thousand (40,000) Class A units authorized and Nine Hundred Sixty Thousand (960,000) Class B units authorized. All such units may be issued by this Limited Liability Company's Board of Managers in accordance with the terms of the Operating Agreement. Additional Class A units and/or Class B units may be authorized and/or issued solely in accordance with the terms of the Operating Agreement. Each class of membership shall have the rights and preferences as specified in the Operating Agreement.

ARTICLE VII - Admission of Additional Members:

The issuance of Class A units and/or Class B units to any member, and the admission of a new member, may occur only upon first receiving the unanimous written consent of all existing Class A Members. Membership interests and units may be transferred only in accordance with the terms of the Operating Agreement.

ARTICLE VIII - Continuation of Business:

The continuation of this Limited Liability Company shall not be effected by the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or by the occurrence of any other event which terminates the continued membership of a member in this Limited Liability Company.

ARTICLE IX - Amendment:

These articles may be amended only upon the approval of all of the members of this Limited Liability Company's Board of Managers. The Operating Agreement may be amended by the Board of Managers only as expressly provided therein.

ARTICLE X - Authorization:

The execution and filing of these amended and restated articles have been duly approved by the unanimous written consent of all Class A members and all the members of the Board of Managers.

IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Organization as of the 6th day of JUNE, 1999.



Mike Shirley, President of Specialty Marine Group, L.C., and a Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is: SPECIALTY MARINE GROUP, L.C.
2. The name and Florida street address of the registered agent and office are:

MIKE SHIRLEY
5797 LAKE WINONA ROAD
DELEON SPRINGS, FLORIDA 32130

Having been named as registered agent and to accept service of process for the above stated Limited Liability 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.


NAME: Mike Shirley

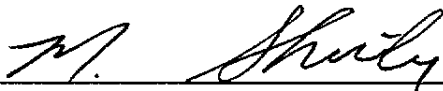
Date: 6/9/99, 1999

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
SPECIALTY MARINE GROUP, L.C.**

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99 JUN 16 PM 2:40
SECRETARY OF STATE
TALAHASSEE, FLORIDA

The undersigned, being a member of SPECIALTY MARINE GROUP, L.C. hereby certifies the following:

- 1.) The above named Limited Liability Company has at least one member.
- 2.) The total amount of cash contributed by the members is: \$302,000
- 3.) If any, the agreed value of property other than cash contributed by the member(s) is: \$0.00
A description of the property is as follows: N/A
- 4.) The total amount of cash and property contributed and anticipated to be contributed by the members is: \$5,202,000



Mike Shirley, a Member and President of Specialty Marine Group, L.C.

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