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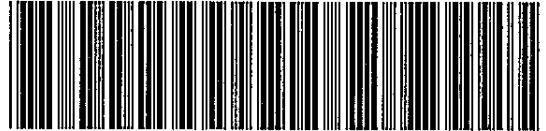
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MO3-7397

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TALLAHASSEE, FLORIDA

03 MAR 28 PM 2:01

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**Husch &
Eppenberger, LLC**
Attorneys and Counselors at Law

1949 East Sunshine Street, Suite 2-300
Springfield, Missouri 65804-1605
417.862.6726
Fax 417.862.6948
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March 7, 2003

Florida Secretary of State
Florida Department of State
R.A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

Re: TMBC, L.L.C.

Dear Sir or Madam:

Enclosed please find duplicate originals of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for filing with your office. Also enclosed is a check in the amount of \$125.00 representing the filing fee. Please issue a certificate of authority and forward it to my attention.

Please don't hesitate to call me if you have any problems or questions.

Sincerely yours,



Cathy J. Latona
Legal Assistant

Enclosure

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03 MAR 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 14, 2003

HUSCH & EPPENBERGER, LLC
1949 EAST SUNSHINE STREET STE. 2-300
SPRINGFIELD, MO 65804-1605

SUBJECT: TMBC, L.L.C.
Ref. Number: W03000007397

STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

03 MAR 28 PM 2:01

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We have received your document for TMBC, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 203A00016156

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TMBC, L.L.C. (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 01-0764915 (FEI number, if applicable)

4. February 6, 2003 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Date of filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 200 Gulf Stream Way Dania, FL 33004 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

[Blank lines for names and addresses of managing members]

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: (a) to sell boats, motors and trailers, accessories and related products, and (b) to engage in or transact any lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

Steve W. Smith

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STEVE W. SMITH

Typed or printed name of signee

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TMBC, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

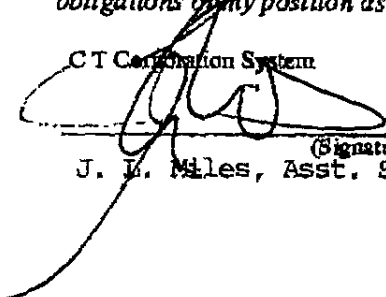
c/o CT Corporation System, 1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

03 MAR 28 PM 2:01
 FILED
 TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.

CT Corporation System



 (Signature)
 J. L. Miles, Asst. Secretary

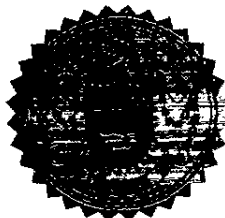
- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TMBC, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2292893

3623664 8300

030149523

DATE: 03-06-03