12/23/1996 10:14 5-444-4742 FL INCORPORATORS INC PAGE 81 12/20/96 3:06 PM DIVISION OF CORPORATIONS TO: FAX #: (904) 922-4001 FROM: FLORIDA INCORPORATORS, INC. ACCT#: 075350000473 CONTACT: MARK HANKINS PHONE: (305)444-9508 FAX #: (305)444-4742NAME: UNHAPPY CHRIS CRAFT OWNERS OF AMERICA, INC. AUDIT NUMBER...... H96000017887 DOC TYPE.....FLORIDA NON-PROFIT CORPORATION CERT. OF STATUS...0 PAGES.... CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE.. \$122.50 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FΛX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>:

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ARTICLES OF INCORPORATION

OF

UNHAPPY CHRIS CRAFT OWNERS OF AMERICA, INCORPORATED

A Florida Corporation Not For Profit

ARTICLE I

The name of the corporation shall be UNHAPPY CHRIS CRAFT OWNERS OF AMERICA, INCORPORATED (the "Corporation").

ARTICLE II

The street address of the initial principal office of the Corporation shall be 3766 S.E. Riverfront Terrace, Tequesta, Florida 33469-1813.

ARTICLE III

The purpose for which the Corporation is organized is to serve as a clearinghouse and information resource for dissatisfied purchasers of Chris Craft brand boats.

The corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

George E. Kantor Stephen Kahn Maria A. Kantor Director and President Director and Vice-President Director and Secretary

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

FLORIDA INCORPORATORS, INC. 15 SIDONIA AVE., SUITE 2 CORAL GABLZS, FL 33134-3449 (305) 444-9508

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ARTICLE V

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VI

The street address of the initial registered office of the Corporation is 8766 S.E. Riverfront Terrace, Tequesta, Florida 33469-1813, and the name of the initial registered agent of the Corporation at that address is George E. Kantor.

ARTICLE VII

The name and address of the incorporator for the Corporation is George E. Kantor, 8766 S.E. Riverfront Terrace, Tequesta, Florida 33469-1813

ARTICLE VIII

The mailing address of the Corporation is 8766 S.E. Riverfront Terrace, Tequesta, Florida 33469-1813.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1996.

George E. Kentor

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

REGISTERED

- The name of the Corporation is UNHAPPY CHRIS CRAFT OWNERS OF AMERICA, INCORPORATED
- The name and address of the registered agent is: George E. Kantor, 8766 S.E. Riverfront Terrace, Tequesta, Florida 33469-1813.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Dated: 12-23-1996



N96000006521

Florida Incorporators, Inc.

Mark S. Hankins President 1221 Brickell Avenue, Suite 900 Miami, FL 33131

February 6, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Unhappy Chris Craft Owners of America, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Dissolution for the above-referenced corporation, and funds of \$35.00 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or cencerns.

Sincerely,

Mark Hankins

President

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:
FIRST: The name of the corporation is Unhappy Chris Craft Owners of America, inc. SECOND: Adoption of dissolution
(Complete Section I or II) SECTION I If the corporation has members entitled to wate:
(Complete Section I or II) SECTION I If the corporation has members entitled to vote:
The date of the meeting of members at which the resolution to dissolve was adopted was
(CHECK ONE) The number of votes cast for dissolution was sufficient for approva).
The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.
SECTION II If the corporation has no members or members with voting rights:
The corporation has no members or members with voting rights.
The date of adoption of the resolution by the board of directors was January 24, 1997
The number of directors in office was3 and the vote for the
resolution was 3 for and 0 against.
Signed this 29 th day of January, 1997. Signature Chairman or Vice Chairman of the Board, President or other officer)
George E. Kantor
Tr L

Chairman Title