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ACCOUNT NO. : 072100000032

REFERENCE : 534198 164938A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 30, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 534198-005

CUSTOMER NO: 164938A

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-12/30/99--01080--016
*****78.75 *****78.75

CUSTOMER: Raymond L. Robinson, Esq
ROBINSON & ASSOCIATES, P.A.
ROBINSON & ASSOCIATES, P.A.
Suite 300
1501 Venera Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: FISHERMAN'S BOAT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

W99-29751

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 AM 8:56

RECEIVED
99 DEC 30 PM 5:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 30 AM 8:56

December 30, 1999

CSC NETWORKS

SUBJECT: FISHERMAN'S BOAT GROUP, INC.
Ref. Number: W99000029751

We have received your document for FISHERMAN'S BOAT GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return the original and one copy of 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00060840

RESUBMIT
Please give original
submission date as **00 JAN 13 PM 3:51**
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED

**ARTICLES OF INCORPORATION
OF
FISHERMAN'S BOAT GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 30 AM 8: 56

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
Name and Address of Corporation**

The name of this corporation shall be Fisherman's Boat Group, Inc.

The principal place of business and address is 3800 N.W. 27th Avenue, Miami, Florida 33142.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III
Purpose**

The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V
Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Registered Agent and Office

The name and office address of this corporation's initial registered agent is Raymond L. Robinson, Esq., Robinson & Associates, P.A., 1501 Venera Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Raymond L. Robinson, 3800 N.W. 27th Avenue, Miami, FL 33142.

ARTICLE IX
Board of Directors

The initial number of directors of this corporation shall be one (1). The number of Directors may be increased [or decreased] from time to time by resolution of the majority of the Stockholders but shall never be less than one.

The names and addresses of the initial member(s) of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>NAME:</u> _____	<u>ADDRESS:</u> _____
Howard Mooney	3800 N.W. 27 th Avenue
	Miami, Florida 33142

ARTICLE VIII
Officers and Address

The initial officer(s) and corporate address are as follows:

<u>NAME:</u> _____	<u>ADDRESS:</u> _____
Howard Mooney, President	3800 N.W. 27 th Avenue
	Miami, Florida 33142

ARTICLE IX
Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:

NAME:

Raymond L. Robinson

ADDRESS:

Robinson & Associates, P.A.
1501 Venera Avenue, Suite 300
Coral Gables, Florida 33146

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendments

The corporation shall have the further right and power to:

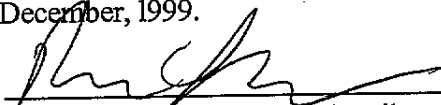
From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

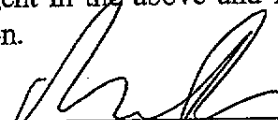
Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation in the State of Florida, this 29 day of December, 1999.


Raymond L. Robinson, Subscriber

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.

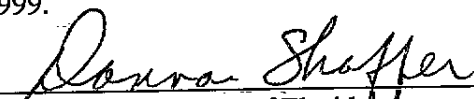

Raymond L. Robinson, Esq.
Registered Agent

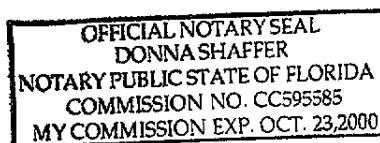
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Raymond L. Robinson, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 29th day of December, 1999.

My Commission Expires:


Notary Public, State of Florida



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 AM 8:56