

P00000005096

LAW OFFICES OF

FERGESON, SKIPPER, SHAW, KEYSER, BARON & TIRABASSI, P.A.

DOUGLAS R. BALD (5)
DAVID J. BARON (1)
JAMES O. FERGESON, JR. (2)
RICHARD R. GANS (4)
STEPHEN B. KEYSER (3)
DAVID S. MAGLICH (1) (6)
MATTHEW B. MAYPER (2)
ANDREW SHAW
J. RONALD SKIPPER (4)
E. RALPH TIRABASSI (3)

1515 RINGLING BOULEVARD, SUITE 1000
SARASOTA, FLORIDA 34236

MAILING ADDRESS:

P. O. BOX 3018

SARASOTA, FLORIDA 34230

TELEPHONE (941) 957-1900

TELEFAX (941) 957-1800

LONGBOAT KEY OFFICE:

544 BAY ISLES ROAD
LONGBOAT KEY, FLORIDA 34228

PORT CHARLOTTE OFFICE:

18401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33948

(1) BOARD CERTIFIED CIVIL TRIAL LAWYER
(2) BOARD CERTIFIED TAX LAWYER
(3) BOARD CERTIFIED REAL ESTATE LAWYER
(4) BOARD CERTIFIED WILLS, TRUSTS
AND ESTATES LAWYER
(5) BOARD CERTIFIED APPELLATE LAWYER
(6) BOARD CERTIFIED BUSINESS
LITIGATION LAWYER

January 7, 2000

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

500003093085--8
-01/10/00--01078--008
*****78.75 *****78.75

Re: Articles of Incorporation/SarasotaBoating.Com,Inc.
File No. 7887/14819

Gentlemen:

I am enclosing an *original* and one copy of Articles of Incorporation for the above-named corporation, along with this firm's check in the amount of \$78.75 for the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Very truly yours,

David S. Maglich

David S. Maglich

DSM/vlg

Enclosures

cc: Mrs. Lisa Matthews

FILED
00 JAN 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTABOATING.COM, INC.

FILED
00 JAN 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is SARASOTABOATING.COM, INC. The principal office and mailing address for the corporation is 761 Siesta Key Circle, Sarasota, Florida 34242.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by

causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the

laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 7500 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Blvd., Suite 1000, Sarasota, Florida 34236, and the name of its initial registered agent at such address is DAVID S. MAGLICH.

ARTICLE VII.

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Name

Address

LISA A. MATTHEWS

761 Siesta Key Circle
Sarasota, Florida 34242

DENNIS MATTHEWS

761 Siesta Key Circle
Sarasota, Florida 34242

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation is:

Name

Address

DAVID S. MAGLICH

1515 Ringling Blvd., Suite 1000
Sarasota, Florida 34236

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

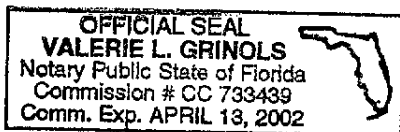
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on January 7, 2000.


DAVID S. MAGLICH

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on January 7, 2000, by DAVID S. MAGLICH (who is personally known to me) or who produced _____ as identification.



Notary Public

Print Name: VALERIE L. GRINOLS

My Commission Expires:

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.


DAVID S. MAGLICH
Registered Agent

FILED
00 JAN 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA