

**POW046281**

Attn: New Filing Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

April 1, 2000

700003214927--3  
-04/19/00-01084--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

We are enclosing the following documents regarding the incorporation of Callaway Marine Technologies, Inc.:

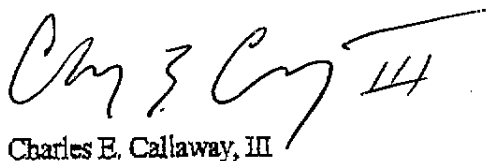
1. The Articles of Incorporation (one original and one copy);
2. The Certificate of Registered Agent (one original and one copy); and
3. A check payable to the Florida Department of State for Seventy Eight Dollars and Seventy Five Cents (\$78.75), to be allocated as follows:
  - a. Thirty-five Dollars (\$35) filing fee;
  - b. Thirty-five Dollars (\$35) registered agent fee;
  - c. Eight Dollars and Seventy Five Cents (\$8.75) for a certified copy of the Articles of Incorporation.

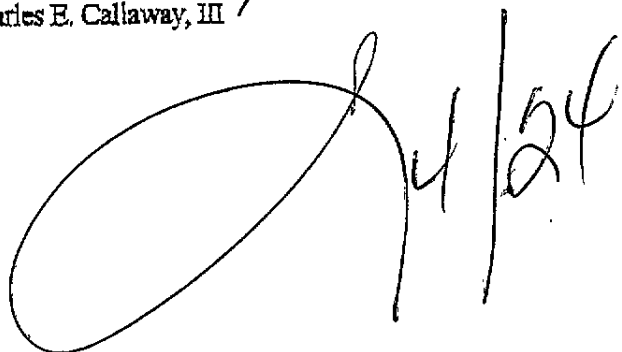
Please send the certified copy of the Articles of Incorporation to the following address:

Charles E. Callaway, III  
12895 52nd Road North  
Royal Palm Beach, FL 33411

Thank you for your attention to this matter.

Very truly yours,

  
Charles E. Callaway, III



**FILED**  
00 APR 19 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**FOR**

**Callaway Marine Technologies, Inc.**

**ARTICLE I**

**NAME AND ADDRESS:** The name of the corporation is Callaway Marine Technologies, Inc. and its principal office and mailing address is 12895 52nd Road North, Royal Palm Beach, FL 33411

**ARTICLE II**

**DURATION:** The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE:** The purpose of the corporation is to engage in any and all lawful business, including the operation and management of marine equipment.

**ARTICLE IV**

**CAPITAL STOCK:** The aggregate number of shares that the corporation has authority to issue is Five Hundred (500), all of which shall be common shares with One Dollar (\$1.00) par value. The Board of Directors may, from time to time, determine the consideration for all classes and series of shares.

**ARTICLE V**

**PREEMPTIVE RIGHTS:** Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which is already held, shall have the right to purchase their 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 VI**

**RESTRICTION OF STOCK TRANSFER:** If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders at the price at which it is offered to others.

**ARTICLE VII**

**1244 STOCK:** The shares of this corporation are to be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code.

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ARTICLE VIII

**PENSION AND PROFIT SHARING PLAN:** In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purpose and objectives hereinbefore stated, the corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE IX

**AMENDMENTS:** The corporation reserves the right to amend or repeal any provision in these Articles or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

**INITIAL REGISTERED AGENT AND OFFICE:** The corporation's initial registered agent and registered office is:

Charles E. Callaway, III  
12895 52nd Road North  
Royal Palm Beach, FL 33411

ARTICLE XI

**INCORPORATION:** The name and address of the incorporator is:

Charles E. Callaway, III  
12895 52nd Road North  
Royal Palm Beach, FL 33411

**IN WITNESS WHEREOF,** I have subscribed my name this 17 day of April 2000.

  
\_\_\_\_\_  
Charles E. Callaway, III

STATE OF FLORIDA)

SS: )  
COUNTY OF Palm Beach)

On this 17 day of April 2000, before me personally appeared Charles E. Callaway, III, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Cynthia K. Bayne  
Notary Public

My Commission Expires:

10-6-2001

CERTIFICATE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Callaway Marine Technologies, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Royal Palm Beach, Florida, has named:

Charles E. Callaway, III  
12895 52nd Road North  
Royal Palm Beach, FL 33411

as its agent to accept service of process within this State;

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 4/17/00, 2000 BY: Charles E. Callaway, III  
CHARLES E. CALLAWAY, III

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00 APR 19 PM 2:09  
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TALLAHASSEE FLORIDA