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Stan Campbell, Jr., Esq.

1421 S. Ocean Blvd., Suite #121

Pompano Beach, FL 33062

Off: (954) 458 2211 Fax (954) 782 9085

June 8, 2000

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

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*****90.00 *****78.75

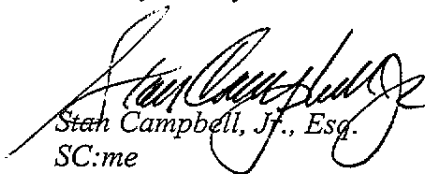
SUBJECT: Mastercraft, Inc..

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation. You already have my check for \$90.00.

Please issue Articles of Incorporation for Mastercraft, Inc. and send me a certified copy of same.

Thank you very much:


Stan Campbell, Jr., Esq.
SC:me

FILED
00 JUN 16 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RR
6/21

ARTICLES OF INCORPORATION

OF

Mastercraft, Inc.

FILED
00 JUN 16 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I, NAME

The name of the corporation shall be Mastercraft, Inc.

ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

*3384 NW 23 Court
Boca Raton, Florida 33431*

ARTICLE III, CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is
100 shares

ARTICLE IV, INITIAL REGISTERED AGENT & ADDRESS

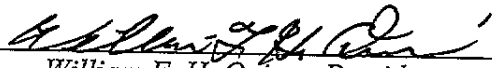
The name and address of the initial registered agent is: Stanley W. Campbell, Jr., 1915 Hollywood Blvd., Hollywood, FL 33020.

ARTICLE V, INCORPORATOR(S)


The name and street address of the incorporator to these Articles of Incorporation is:

*William F. H. Quinn
271 NE 26 Street
Boca Raton, FL33431*

The undersigned has executed these Articles of Incorporation this 2d day of June, 2000.



William F. H. Quinn,, President



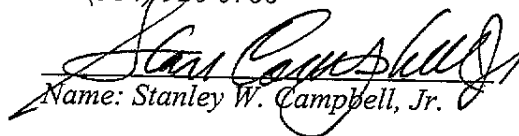
*Michael A. Cimorelli, Vice President
3384 NW 23 Court
Boca Raton, FL 33431*

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 6907.325, 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:

1. The name of the Corporation is **Mastercraft, Inc.**
2. The name and address of the registered agent and office is:

Stanley W. Campbell, Jr.
1915 Hollywood Blvd., Suite 206
Hollywood, FL 33020
(954) 920 0766


Name: Stanley W. Campbell, Jr.

Title: Registered Agent

Date: June 8, 2000

FILED
00 JUN 16 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:


Stanley W. Campbell, Jr.

DATE:

June 8, 2000