

BARTH COLLINS & TRUETT

Attorneys at Law

PO00000070239

Respond to Destin

July 18, 2000

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Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Pier 57, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Pier 57, Inc., together with my acceptance as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,

James C. Barth

(Signed in Mr. Barth's
absence to avoid delay)

JCB:cab

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PIER 57, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Pier 57, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in the sale of new and used boats and service of same and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Hundred (100) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

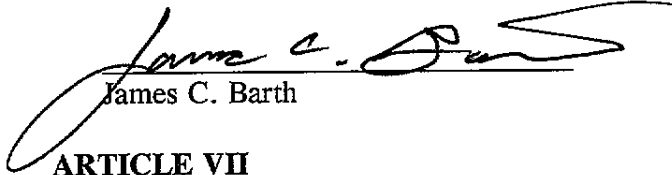
The address of its principal office is 116 Highway 98 East, Destin, Florida 32541.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is James C. Barth.

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TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


James C. Barth

ARTICLE VII

The number of directors constituting its initial Board of Directors is three, whose names and addresses are:

Frederic D. Pace
8 Moreno Point
Destin, FL 32541

Alan Laird
P. O. Box 1715
Destin, FL 32540

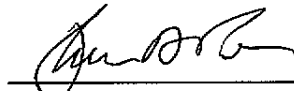
David Woods
12720 Highway 57 South
Counce, TN 38326

ARTICLE VIII

The name and address of the incorporator is:

Frederic D. Pace
8 Moreno Point
Destin, FL 32541

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 2000.


Frederic D. Pace
Incorporator