

GONANO, HARRELL & FERGUSON

ATTORNEYS AND COUNSELORS AT LAW

RIVERSIDE NATIONAL BANK BUILDING
1600 SOUTH FEDERAL HIGHWAY, SUITE 200
FORT PIERCE, FLORIDA 34950-5194

TELEPHONE (561) 464 - 1032
FACSIMILE (561) 464 - 0282

DOUGLAS E. GONANO*
DANIEL B. HARRELL
JOHNATHAN A. FERGUSON ‡

*Board Certified Real Estate Lawyer
†Supreme Court Certified Mediator
‡Board Certified City, County and
Local Government Lawyer

BAILEY BUILDING
3339 CARDINAL DRIVE, SUITE 200
VERO BEACH, FLORIDA 32963

TELEPHONE (561) 231 - 1778

PLEASE REPLY TO FORT PIERCE

P00000086271

September 11, 2000

VIA FEDERAL EXPRESS

Ms. Eddy Harllee
Landers and Parsons
310 West College Avenue
Tallahassee, Florida 32302

Re: INDIAN RIVER BOATWORKS, INC.
Our File No. 1481.001

300003389803--9
-09/12/00--01046--024
*****78.75 *****78.75

Dear Eddy:

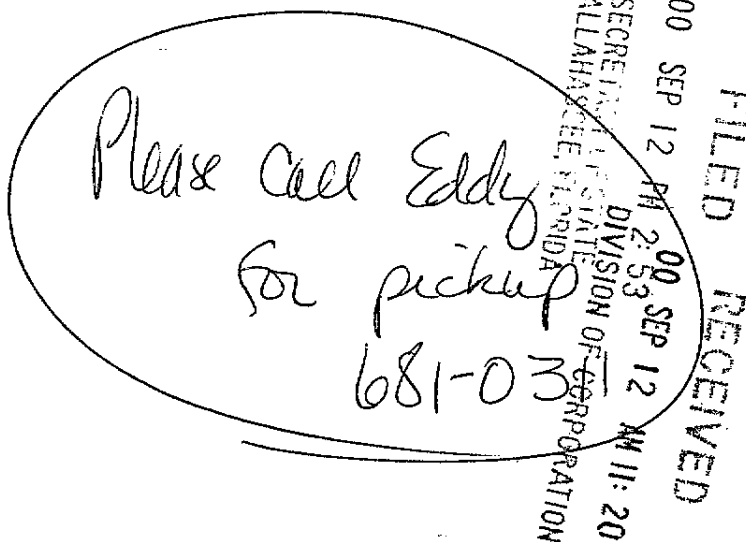
Enclosed are two (2) executed copies of Articles of Incorporation in connection with the above referenced corporation, along with our check representing the State's filing fees. Please file the Articles with the Secretary of State, fax a copy to me as soon as possible, and return the certified copies to the attention of the undersigned via Federal Express.

Thank you for your assistance and if you should have any questions, please do not hesitate to contact me at Extension 1005, or Judy Kay at Extension 1001.

Sincerely,

Elisa M. Weiss
Elisa M. Weiss

emw
Enclosure



T SMITH SEP 12 2000

**ARTICLES OF INCORPORATION
OF
INDIAN RIVER BOATWORKS, INC.**

FILED
00 SEP 12 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is INDIAN RIVER BOATWORKS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1936 Harbortown Drive, Fort Pierce, Florida 34946.

ARTICLE III. DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Section 607.011, Florida Statutes.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of Fifty Cent (\$0.50) par value common stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness that may at any time be due by the holder of the same unto the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1936 Harbortown Drive, Fort Pierce, Florida 34946. The name of the initial Registered Agent of this corporation at that address is PAUL ENSTROM.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time by amending the bylaws to reflect the same but shall never be less than one (1). The name and address of the initial Director of this corporation is PAUL ENSTROM, 1936 Harbortown Drive, Fort Pierce, Florida 34946.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was lawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection

therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is PAUL ENSTROM, 1936 Harbortown Drive, Fort Pierce, Florida 34946.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XII. PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion.

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation as originally filed or by any

amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.


IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 11 day of September, 2000.


PAUL ENSTROM

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 11 day of September, 2000, by PAUL ENSTROM, who is personally known to me, or X who has produced driver license as identification, and who did/ X did not take an oath.

[Notary Seal]


Notary Public-State of Florida
Print Name Judith L. Kay
My commission expires 1




DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom process may be served.

In compliance with §48.091, Fla. Stat., the following is submitted:

That INDIAN RIVER BOATWORKS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in St. Lucie County, Florida, has named PAUL ENSTROM, 1936 Harbortown Drive, Ft. Pierce, Florida 34946, as its agent to accept service of process within the State of Florida.


FILED
00 SEP 12 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

HAVING BEEN named to accept service of process for the above-named 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.

DATED this 11 day of September, 2000.


PAUL ENSTROM
Registered Agent