



DEBRA A. ERICKSON, P. A.

Certified Public Accountant

P00000087975

September 1, 2000

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*****78.75 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Ladies & Gentlemen:

Enclosed please find the Articles of Incorporation for Sterling Powerboats, Inc. Also enclosed is check number 5439 in the amount of \$78.75 to pay the filing fee. Upon receipt, please forward back to us confirmation.

If you have any questions, please contact this office.

Thank you for your prompt attention regarding this matter.

Very truly yours,

Debra A. Erickson / BE

Debra A. Erickson, P.A.

FILED
00 SEP 18 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 18 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

DEBRA A. ERICKSON, P.A.
8819 NORTH VIRGINIA AVE
PALM BEACH GARDENS, FL 33418

SUBJECT: STERLING POWERBOATS, INC.
Ref. Number: W00000022159

We have received your document for STERLING POWERBOATS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 800A00047850

ARTICLES OF INCORPORATION
OF
STERLING POWERBOATS, INC.

FILED
00 SEP 18 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is Sterling Powerboats, Inc.

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 8819 North Virginia Avenue, Palm Beach Gardens, Florida 33418

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having par value of \$1.00

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, Florida 33418

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, Florida 33418

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Russell A. Erickson - President/Secretary/Treasurer

ARTICLE X
INCORPORATOR

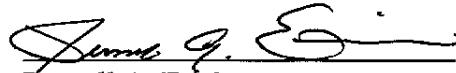
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, Florida 33418

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

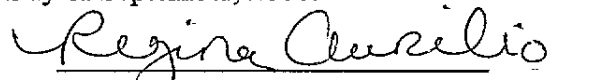
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of September, 2000.

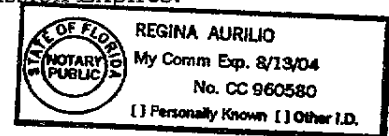

Russell A. Erickson

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Russell A. Erickson, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed and who produced _____ as identification or who is personally known to me.

WITNESS my hand and official seal this 1st Day of September, 2000.


NOTARY PUBLIC
Print Name: Regina Aurilio
State of Florida at Large
My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

STERLING POWERBOATS, INC. is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Russell A. Erickson at 8819 North Virginia Avenue, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



Russell A. Erickson
Registered Agent

FILED
00 SEP 18 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA