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October 10, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314
(904) 487-6052

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-10/16/00--01134--017
*****78.75 *****78.75

RE: Proposed Corporation of "Whisper Craft, Inc."

Dear Sirs,

Enclosed is the Original and one (1) copy of the articles of incorporation of Whisper Craft, Inc. and a check in the amount of \$78.75 covering filing fees and certificate.

Sincerely,

Vincent J. Kersch
7224 Altama Road
Jacksonville, FL 32216
(904) 923-0383

FILED
00 OCT 16 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/17

**ARTICLES OF INCORPORATION
OF
WHISPER CRAFT INC.**

ARTICLE I – NAME

The name of this corporation is Whisper Craft Inc.

ARTICLE II – ADDRESS

The mailing address of the corporation will be:

Whisper Craft Inc.
7224 Altama Rd.
Jacksonville, FL 32216

ARTICLE III – PURPOSE

This corporation is organized for the following purposes:

- (a) To manufacture boats
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, wether, real, personal, tangible or intangible
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. Each outstanding share, regardless of class shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

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ARTICLE V – INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and street address of the initial registered office of this corporation is:

William E. Shields
421 W. Church Street, Suite 702
Jacksonville, FL 32202

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by-law but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The names and addresses of the initial directors are:

William E. Shields
11684 Olde Mandarin Rd.
Jacksonville, FL 32223

Vincent James Kersch
7224 Altama Rd.
Jacksonville, FL 32216

Patrick Russell
421 W. Church Street
Jacksonville, FL 32202

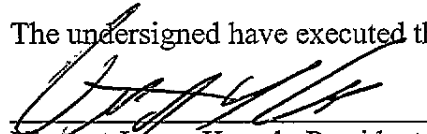
ARTICLE VII – INCORPORATOR

The names and addresses of the incorporation signing these articles are:

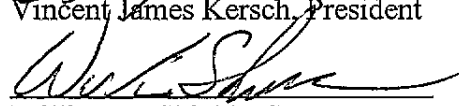
William E. Shields
11684 Olde Mandarin Rd.
Jacksonville, FL 32223

Vincent James Kersch
7224 Altama Rd.
Jacksonville, FL 32216

The undersigned have executed these Articles of Incorporation this 1st day of June, 2000.



Vincent James Kersch, President



William E. Shields, Secretary

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAW 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: Whisper Craft Inc.
2. The name and address of the registered agent and office is:

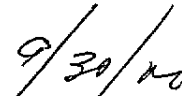
William E. Shields
421 W. Church Street, Suite 702
Jacksonville, FL 32202

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act at this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.



(Signature)



(Date)