

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Tournament Boats, Inc.

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DIVISION OF CORPORATION

- Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
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TALLAHASSEE FLORIDA

Signature _____

Requested by: SK
Name _____ Date 12/13/00 Time 9:58

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
TOURNAMENT BOATS, INC.**

The undersigned incorporators do hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I - NAME

The name of the corporation shall be:

TOURNAMENT BOATS, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the corporation shall be:

3402 B NE 37th Place
Wildwood, Florida 33521

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Article of Incorporation.

ARTICLE III - CAPITAL STOCK

(1) Authorized Capital Stock. The aggregate number of shares which the corporation shall have authority to issue is 500 consisting of 500 shares of Common Stock, no par value per share.

(2) Common Stock. Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation. The holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, all of the assets of the corporation remaining available for distribution, if any.

(3) No Preemptive Rights. No holder of Common Stock of this corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common

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into shares of Common Stock of this corporation, all preemptive and preferential rights being expressly denied.

ARTICLE IV - DIRECTORS

The number of directors constituting the initial board of directors is two (2). Thereafter, the number of directors shall be as provided in the bylaws. The names and addresses of the individuals who shall serve as members of the initial board of directors is:

George J. Nash	1010 Warnell Road Coleman, Florida 33521
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Dennis Williams	2811 Autumn Green Drive Orlando, Florida 32822
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ARTICLE V

The names and street addresses of the incorporators are as follows:

George J. Nash	1010 Warnell Road Coleman, FL 33521
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Dennis Williams	2811 Autumn Green Drive Orlando, Florida 32822
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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 110 Cleveland Avenue, Wildwood, Florida 34785, and the initial registered agent of the corporation at such office shall be Lawrence J. Marchbanks.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify every person who is or was a director of the corporation to the fullest extent permitted by law, including, without limitation, to the fullest extent provided in this Article VII.

(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), 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 liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and 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, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of

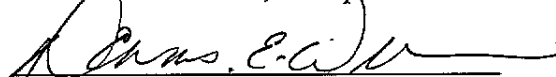
corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor 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 and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 8 day of December, 2000.


GEORGE J. NASH, Incorporator

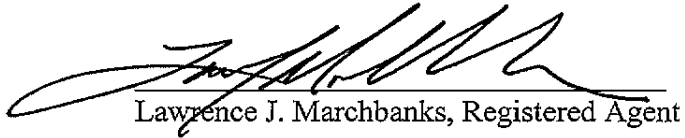

DENNIS WILLIAMS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Tournament Boats, Inc., and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

DATED: Dec. 8, 2000.


Lawrence J. Marchbanks, Registered Agent

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: Tournament Boats, Inc.
2. The name and street address of the registered agent and office is: Lawrence J. Marchbanks, P.A., 110 Cleveland Avenue, Wildwood, Florida 34785

HAVE 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 IN 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


LAWRENCE J. MARCHBANKS, P.A.