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LOUIS J. DEREUIL

2600 N.E. 14TH STREET CAUSEWAY

POMPANO BEACH, FLORIDA 33062

LOUIS J. DEREUIL
BOARD CERTIFIED
IN TAXATION

TEL. (954) 786-0366
FAX (954) 942-1006

May 17, 2001

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Best Boats of Broward, Inc.
Articles of Incorporation

Dear Sirs:

We enclose for filing Articles of Incorporation for Best Boats of Broward, Inc., a copy for certification, and a duly executed Certificate of Designation.

Also enclosed is check number 012279, in the amount of \$87.50, which represents filing fees and the certified copy fee.

Please return a certified copy of the Articles of Incorporation.

Very truly yours,


Louis J. DeRueil, Esq.

FILED
01 MAY 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LJD:kek

Enclosures as noted.

5-29-01
10-68-5
WCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEST BOATS OF BROWARD, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BEST BOATS OF BROWARD, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves as served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Ralph H. Chamberlin	5761 N.E. 18 th Avenue Fort Lauderdale, Florida 33308
Kevin P. Kelley	3604 N.W. 84 th Avenue Coral Springs, Florida 33065
Ross W. Hardy	2200 N.E. 18 th Avenue Fort Lauderdale, Florida 33305

ARTICLE VIII

The initial registered agent of the corporation is Kevin P. Kelley, the street address of the corporation's initial registered office is 827 S. State Road 7, North Lauderdale, Florida 33068.

ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 827 S. State Road 7, North Lauderdale, Florida 33068.

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is Ralph H. Chamberlin, 5761 N.E. 18th Terrace, Fort Lauderdale, Florida 33308

The undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 2001.


Ralph H. Chamberlin

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: BEST BOATS OF BROWARD, INC.
2. The name and address of the registered agent and office is:

Kevin P. Kelley

3604 N.W. 84th Avenue
Coral Springs, Florida 33065

Date: May 1, 2001

Signature: _____

Ralph H. Chamberlin
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT
FOR
BEST BOATS OF BROWARD, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Kevin P. Kelley,
Vice President

Date: May 1, 2001.