



UCC Filing & Search Services, Inc.

526 East Park Avenue

Tallahassee, Florida 32301-2551

(850) 681-6528 (800) 822-5436

(850) 681-6011 Fax

P01000054328

**IMPORTANT NOTICE
REGARDING CHANGE OF REGISTERED AGENT**

FILED
01 JUN 25 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: Pat Gordon

ORDER#/CUSTOMER#: AT5850/849221

Date: June 4, 2001

RE: Kelly-Misselhorn Boat Corp.

UCC FILING & SEARCH SERVICES, INC. WILL SERVE AS REGISTERED AGENT FOR THE ABOVE REFERENCED ENTITY AS PART OF OUR CORPORATE FILING SERVICE FOR A PERIOD OF THIRTY DAYS AFTER INCORPORATION.

THE ATTACHED CHANGE OF AGENT FORM MUST BE FILED DIRECTLY WITH THE FLORIDA SECRETARY OF STATE BY **July 1, 2001** ALONG WITH A CHECK IN THE AMOUNT OF \$35.00 PAYABLE TO THE FLORIDA SECRETARY OF STATE. IT SHOULD BE SENT TO:

G.T. KELLY GENERAL CONTRACTORS, INC.

Construction & Development

4139 BURNS ROAD

PALM BEACH GARDENS, FLORIDA 33410

400004439234--4

-06/25/01--01098--003

*****35.00 *****35.00

IF UCC FILING & SEARCH SERVICES, INC. IS THE AGENT OF RECORD ON THAT DATE, YOUR FIRM WILL BE BILLED A REGISTERED AGENT FEE OF \$100.00. THIS REPRESENTS THE FEE FOR THE INITIAL YEAR OF SERVICE. WE DO NOT PRORATE REGISTERED AGENT SERVICES FEES.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE REGISTERED AGENT DEPARTMENT AT (800) 822-5436.

*PSA Change
6-28-01
PMS*

*Signed
OK*

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Kelly-Misselhorn Boat Corp.

2. The mailing address of the corporation is: 4139 Burns Road, Palm Beach Gardens,
FL 33410

3. Date of incorporation/qualification: 6/1/01 Document number: P01000054328

4. The name and address of the current registered agent and office:

UCC FILING & SEARCH SERVICES, INC.

526 EAST PARK AVENUE

TALLAHASSEE, FLORIDA 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

GEORGE T. KELLY, IV

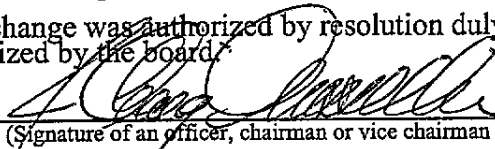
4139 Burns Road

Palm Beach Gardens, FL 33410

FILED
01 JUN 25 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

6/20/01
(Date)

J. Craig Misselhorn

(Printed or typed name and title)

Having been named 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.


(Signature of Registered Agent)

6/20/01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

* * * FILING FEE: \$35.00 * * *