

LAW OFFICES
BAILEY AND BAILEY
A PROFESSIONAL ASSOCIATION

PATRICK L. BAILEY
TIMOTHY L. BAILEY

SUITE 300 - BANK OF AMERICA BUILDING
2335 EAST ATLANTIC BOULEVARD
POMPANO BEACH, FLORIDA 33062
TELEPHONE (954) 941-4920
TELEFAX (954) 941-4927

P01000086900
August 22, 2001

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-08/24/01--01051--002
****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

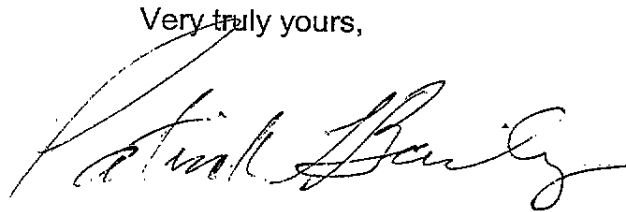
Re: **PONGA BOAT COMPANY**

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation along with my check in the amount of \$122.50 for the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Should you have any questions, please do not hesitate to give me a call.

Very truly yours,



PATRICK L. BAILEY

PLB/jsh
Enclosures

W01-780
FILED
01 SEP -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Butler SEP 4 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 2001

PATRICK L. BAILEY
2335 EAST ATLANTIC BLVD
POMPANO BEACH, FL 33062

SUBJECT: PONGA BOAT COMPANY
Ref. Number: W01000019783

We have received your document for PONGA BOAT COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 301A00048543

FILED
01 SEP -4 PM 3:19
SECRETARY OF STATE
LAHASSEE FLORIDA
ARTICLES OF INCORPORATION

OF

PONGA BOAT COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

PONGA BOAT COMPANY

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is:

The business of boat manufacturing and sales, together with all other necessary purposes related thereto, and further, to conduct any other business authorized by the Board of Directors and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares - common stock - no par value

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - CORPORATE ADDRESS and REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is:

**990 S.R. 84
Fort Lauderdale, Florida 33315**

Prepared By:
Patrick L. Bailey, Esq.
2335 E. Atlantic Blvd.
Pompano Beach, FL 33062
954-41-4920
FBN 002960

The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial Resident Agent of this corporation is:

EDWARD J. BOHNE, II

ARTICLE VI - DIRECTORS

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

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD J. BOHNE, II	990 S.R. 84, Fort Lauderdale, FL 33315

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

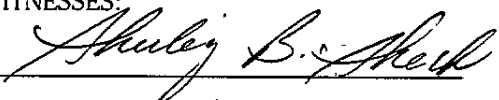

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
EDWARD J. BOHNE, II	990 S.R. 84, Ft. Laud., FL 33315	100

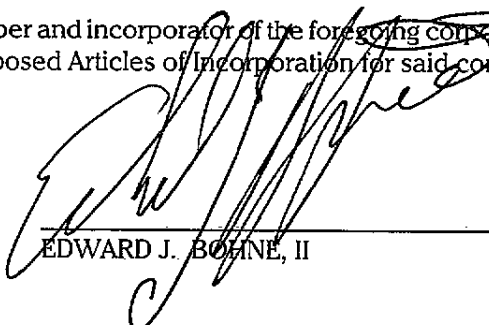
ARTICLE X - AMENDMENT

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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation for said corporation.

WITNESSES:


EDWARD J. BOHNE, II

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared EDWARD J. BOHNE, II to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, this 22 day of August 2001


NOTARY PUBLIC State of Florida

My Commission Expires:



Judene Somers-Hartzell
My Commission DD007566
Expires April 04, 2005

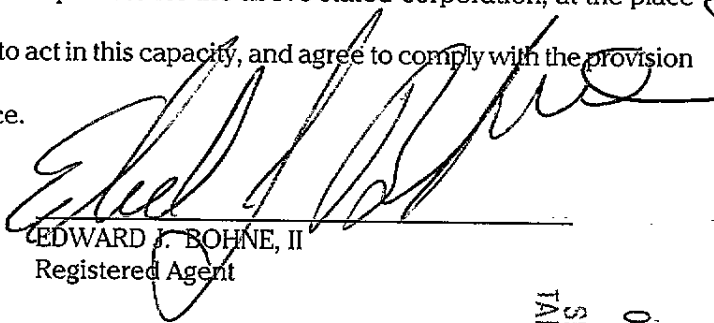
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First...That PONGA BOAT COMPANY desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, names EDWARD J. BOHNE, II 990 S.R. 84, Fort Lauderdale, FL 33315, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


EDWARD J. BOHNE, II
Registered Agent

FILED
01 SEP -4 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA