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John E. Guard
2603 Andalusia Blvd.
Cape Coral, FL 33909
Phone 941-574-7008 Fax 941-574-1152

01 OCT -1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 2001

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/01/01--01041--023
*****78.75 *****78.75

RE: Incorporation of DESTINY POWERBOATS, INC.

Gentlemen:


Enclosed herewith, please find the original and one copy of the Articles of Incorporation of DESTINY POWERBOATS, INC., along with the Designation of Registered Agent.

We enclose our check to cover the following:

1. Filing Fee	\$35.00
2. Registered Agent Fee	\$35.00
3. Certified Copy	<u>\$8.75</u>
TOTAL	\$78.75

Thanking you in advance for your services.

Very truly yours,


JOHN E. GUARD

Enclosures: 5

C. BLALOCK

OCT 3 2001

ARTICLES OF INCORPORATION

OF

DESTINY POWERBOATS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a Corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation is DESTINY POWERBOATS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the Laws of the United States and of this State.

ARTICLE III

The maximum number of share of stock that this Corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock, each share having the par value of one cent (\$.01), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Ten-Thousand Dollars (\$10,000.00).

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this Corporation is to be 2603 Andalusia Blvd., Cape Coral, Florida 33909. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

This Corporation shall have four (4) Directors initially but no less than two (2). The number of Directors may be increased or diminished from time to time by the by-laws adopted by the Shareholders.

ARTICLE VIII

The name and street addresses of the Board of Directors who shall hold Office until their successor or successors are elected and have qualified are:

NAME	ADDRESS	OFFICE
PAUL P. GUARD	422 SW 38 th Avenue Cape Coral, FL. 33991	President & Director
JOHN E. GUARD	2508 NW 43 rd . Place Cape Coral, FL. 33993	Chairman & Director
RONALD T. HORTON	1139 NW 2 nd PLACE Cape Coral, FL. 33993	Vice-President & Director
RICHARD J. SHEPARD	5267 Skylark Court Cape Coral, FL. 33904	Vice-President & Director

ARTICLE IX

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock they have agreed to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
PAUL P. GUARD Trustee, U/A 8/5/96	422 SW 38 th Avenue Cape Coral, FL. 33991	10,000
JOHN E GUARD Trustee, U/A 8/20/85	2508 NW 43 rd . Place Cape Coral, FL. 33993	5,000
IRENE C. GUARD Trustee, U/A 8/20/85	2508 NW 43 rd . Place Cape Coral, FL. 33993	5,000

ARTICLE X

The street address of the initial registered office of this Corporation is 2603 Andalusia Blvd., Cape Coral, Florida 33909, and the name of the initial registered agent of this Corporation at that address is JOHN E. GUARD.

ARTICLE XI

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

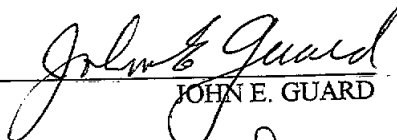
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this

26TH Day of September, 2001



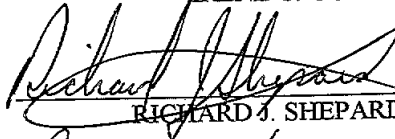
PAUL P. GUARD



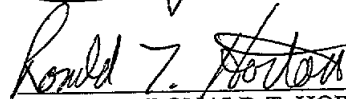
JOHN E. GUARD



IRENE C. GUARD



RICHARD J. SHEPARD



RONALD T. HORTON

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

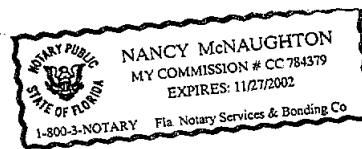
I HEREBY CERTIFY that before me this day, personally appeared PAUL P. GUARD, JOHN E. GUARD, IRENE C. GUARD, RONALD T. HORTON and RICHARD J. SHEPARD to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this
26th Day of September, 2001.

Nancy McNaughton
NOTARY PUBLIC

My Commission expires: 11-27 2002

(SEAL)



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, DESTINY POWERBOATS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CAPE CORAL, STATE OF FLORIDA, HAS NAMED JOHN E. GUARD, LOCATED AT 2603 ANDALUSIA BLVD., CAPE CORAL, FLORIDA 33909, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT 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.

DATED: This 26th day of Septembr, 2001

By: _____

John E. Guard
JOHN E. GUARD
REGISTERED AGENT

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED