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ACCOUNT NO. : 072100000032

REFERENCE : 375353 164228A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigott

ORDER DATE : November 9, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 375353-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.a.

Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: BOSS BOATS, INC.

EFFECTIVE DATE:

300004674173--8

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

g 11/9/01

FILED
2001 NOV -9 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 NOV -9 AM 11:34
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE FLORIDA

FILED

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

2001 NOV -9 PM 1:35

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned Incorporator, who is the subscriber to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is: BOSS BOATS, INC. The address of the corporation is: 2210 Isle of Pines Avenue, Fort Myers, Florida 33905.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation is to manufacture and market boats and other marine equipment, and to provide ancillary services pertaining thereto.

ARTICLE III

CAPITAL STOCK: The corporation shall have two (2) classes of stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is Five Hundred Thousand (500,000) shares of no par value common stock. The other class of stock and the maximum number of shares that the corporation is authorized to have outstanding at any one time is Five Hundred Thousand (500,000) shares of ONE DOLLAR (\$1.00) par value convertible preferred stock. The consideration to be paid for each share of each class of stock shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The minimum amount of capital with which the corporation will begin business is Two Hundred Thousand and no/100 Dollars (\$200,000.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is: H. Nolte McCarthy, 2210 Isle of Pines Avenue, Fort Myers, Florida 33905. The name of the initial registered agent of this corporation is H. Nolte McCarthy.

Having been named to accept service of process for Boss Boats, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: _____


H. Nolte McCarthy

ARTICLE VII

DIRECTORS: The number of Directors shall be two (2) initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his successor is elected and has qualified are:

NAME AND ADDRESS

H. Nolte McCarthy
2210 Isle of Pines Avenue
Fort Myers, FL 33905

NAME AND ADDRESS

Ronald Skross
30106 Carmel Bay
Georgetown, Texas 78628

ARTICLE IX

SUBSCRIBER: The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME AND ADDRESS

H. Nolte McCarthy
2210 Isle of Pines Avenue
Fort Myers, FL 33905

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2001 NOV -9 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws, which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE XIV


AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. All amendments shall require approval by the Board of Directors, then be proposed by them to the Shareholders, and then receive approval at a shareholders' meeting by no less than fifty-one (51%) percent of all stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

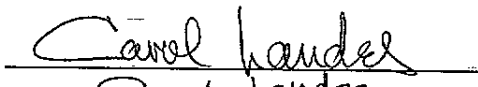
ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

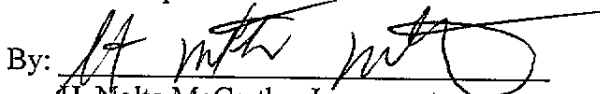
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 8th day of November, 2001.

WITNESSES:


Steven P. Kushner
(Print or type name)


Carol Landes
(Print or type name)

BOSS BOATS, INC.
a Florida corporation

By: 
H. Nolte McCarthy, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, H. Nolte McCarthy, to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 8th day of November, 2001.



Notary Public

Name: Steven P. Kushner

Certificate No. or

Serial No. _____

(SEAL)

My Commission Expires:

