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FLORIDA PROFIT CORPORATION OR P.A.

T.B. Lee Boats, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

T.B. LEE BOATS, INC.

Article I - Name

The name of this corporation (the "Company") is T.B. Lee Boats, Inc.

Article II - Principal Address

The principal business address of the Company is 403 Old Jupiter Beach Road, Jupiter, Florida 33477. The mailing address of the Company is 403 Old Jupiter Beach Road, Jupiter, Florida 33477.

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1,000 shares of common stock, no par value.

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Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Bradley B. Eavenson, 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and five directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

Brad Eavenson
1645 Palm Beach Lakes Boulevard, Suite 550
West Palm Beach, Florida 33401.

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s)

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relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of March, 2002.

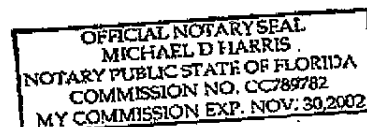

Brad Eavenson

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Brad Eavenson, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 25th day of March, 2002.


My commission expires:



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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: THAT T.B. LEE BOATS, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 403 OLD JUPITER BEACH ROAD, JUPITER, FLORIDA 33477,
HAS NAMED BRAD EAVENSON, LOCATED AT 1645 PALM BEACH LAKES
BOULEVARD, SUITE 550 CITY OF WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Brad Eavenson, Incorporator

DATE: March 25, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE: 

Brad Eavenson, Esq., Registered Agent

DATE: March 25, 2002

ENDATA\BENTB Lee Boats, Inc\Florida Articles of Incorporation.doc

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