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April 11, 2002

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/15/02--01041--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

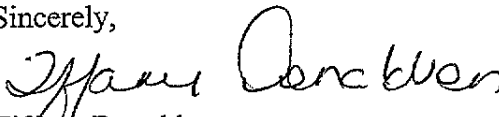
**RE: Articles of Incorporation for Destin Power Sports, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

  
Tiffany Donaldson  
Legal Assistant for  
Joseph M. Scheyd, Jr.

/tjd

Enclosures

NC

FILED  
02 APR 15 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. VARNADORE APR 22 2001

✻ **ARTICLES OF INCORPORATION**

**OF**

**DESTIN POWER SPORTS, INC.**

**ARTICLE I - NAME**

The name of this corporation is Destin Power Sports, Inc.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of filing.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

1310 Highway 98 East  
Fort Walton Beach, Florida 32548

The mailing address of this corporation shall be:

534 Indigo Loop N.  
Destin, Florida 32541

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Kevin P. Sherman,  
534 Indigo Loop N., Destin, Florida 32541.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLE VI - INCORPORATORS***

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

Kevin P. Sherman  
534 Indigo Loop N.  
Destin, Florida 32541

***ARTICLE VII - INITIAL BOARD OF DIRECTORS***

The initial Board of Directors of this corporation shall consist of two (2) directors. The names and addresses are as follows:

Director	Kevin P. Sherman 534 Indigo Loop N. Destin, Florida 32541
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Director	Mary Ann Sherman 534 Indigo Loop N. Destin, Florida 32541
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***ARTICLE VIII - BY-LAWS***

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

***ARTICLE IX - ACTION WITHOUT A MEETING***

The directors of this corporation may take action by written consent, as provided by law.

***IN WITNESS WHEREOF***, the undersigned subscriber has executed these Articles Of Incorporation this 10 day of April, 2002.

  
\_\_\_\_\_  
**KEVIN P. SHERMAN**

**STATE OF FLORIDA**

**COUNTY OF OKALOOSA**

The foregoing instrument was acknowledged before me this 10 day of April, 2002, by Kevin P. Sherman, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Tiffany Donaldson  
**NOTARY PUBLIC**  
My Commission Expires: \_\_\_\_\_



Tiffany Donaldson  
MY COMMISSION # CCB40289 EXPIRES  
May 25, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

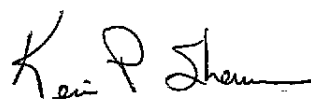
***CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE***

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Destin Power Sports, Inc.
2. The name of the registered agent is Kevin P. Sherman. The address of the registered office is 534 Indigo Loop N., Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position.

***DATED*** this 10 day of April, 2002.

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***KEVIN P. SHERMAN***  
***Registered Agent***

**FILED**  
02 APR 15 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA