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(City/State/Zip/Phone #)

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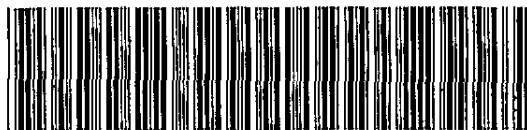
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

6-16-04

**PHILIP R. LAZZARA, P.A.**

*Attorney at Law*

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June 11, 2004

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

**Re: South Bay Boats and Motors, Inc.**

Dear Sir or Madam:

Enclosed please find the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation to be effective upon your receipt hereof.

1. Original and one copy of the Articles of Incorporation
2. My check in the amount of \$79.75 to cover the following costs:
  - a. Filing Fee \$35.00
  - b. Registered Agent Fee 35.00
  - c. Certified Copy 9.75

Once the filing is completed, please forward a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
Philip R. Lazzara

PRL/mp  
Encl: Articles of Incorporation (original and 1 copy)  
Check for \$79.75  
cc: South Bay Boats and Motors, Inc.

**ARTICLES OF INCORPORATION**

**OE**

**SOUTH BAY BOATS AND MOTORS, INC.**

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04 JUN 15 PM 1:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation shall be:

South Bay Boats and Motors, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

2131 U.S. Hwy. 41 S.  
Ruskin, Florida 33570

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or

special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V  
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI  
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 307 S. Boulevard, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Philip R. Lazzara, Esquire. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII  
Board of Directors

The number of Directors of this corporation shall be not less than one (1). The number of Directors may be increased or diminished from time to time by the bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII  
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Mark S. Keske	9012 Wiggins Road, Gibsonton, Florida 33534
Randel L. Keske	9010 Wiggins Road, Gibsonton, Florida 33534

ARTICLE IX  
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Mark S. Keske

9012 Wiggins Road, Gibsonton, Florida 33534

ARTICLE X  
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.


ARTICLE XI  
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


ARTICLE XII  
Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

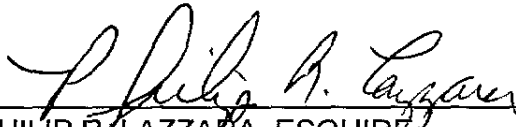
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
MARK S. KESKE

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Philip R. Lazzara,  having been named as registered agent to accept service of process for the above-named corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of June, 2004.

  
PHILIP R. LAZZARA, ESQUIRE  
PHILIP R. LAZZARA, P.A.  
307 S. Boulevard, Suite D  
Tampa, Florida 33606  
(813) 251-0763