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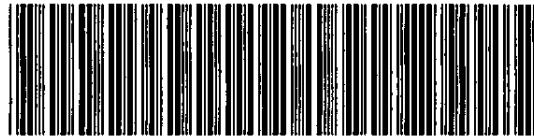
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 JUN 22 PM 3:01

6/25/07

ROSS & BURDEN, P.A.
ATTORNEYS AT LAW

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June 19, 2007

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

RE: Rogers Boatworks, Inc.

Dear Staff:

Enclosed please find Articles of Incorporation for Rogers Boatworks, Inc. The filing fee of \$78.75 is also included.

Sincerely,



GEORGE D.E. BURDEN
Attorney at Law

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ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation: **07 JUN 22 PM 3:01**

1. **NAME:** The name of this corporation shall be **ROGERS BOATWORKS, INC.**
2. **DURATION:** The period of duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States of America and of the State of Florida.
4. **CAPITAL STOCK:** Corporation is authorized to issue 1000 shares, all of one class at \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

MARK ROGERS
2214 MANGO TREE DRIVE
EDGEWATER, FLORIDA 32141

6. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have one (1) director initially. The number of directors may increase or decrease from time to time by an amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial directors and shareholders of this corporation are:

MARK ROGERS
2214 MANGO TREE DRIVE
EDGEWATER, FLORIDA 32141

7. **INCORPORATORS:** The name and address of the incorporator signing these articles of incorporation is:

MARK ROGERS
2214 MANGO TREE DRIVE
EDGEWATER, FLORIDA 32141

The corporation's principal office and mailing address is:

2214 MANGO TREE DRIVE
EDGEWATER, FLORIDA 32141

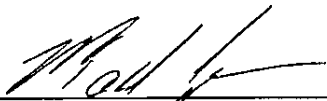
8. **SHAREHOLDER QUORUM AND VOTING:** Sixty (60%) percent of the shares entitled to vote, represented and in person or proxy, shall constitute a quorum and a meeting of the shareholders. If a quorum is present the affirmative vote of 55% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **SHAREHOLDERS ARE AS FOLLOWS:** MARK ROGERS - 1,000 shares

10. **PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares by any shareholder who does not exercise and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise pre-emptive rights. The right may be waived by affirmative written waiver submitted by the shareholder to the corporation.

11. **FORMAL ACTION OF DIRECTORS:** If any one (1) of the directors consent in writing to any action taken or to be taken by the corporation and the writings evidence therein consent filed with the secretary of the corporation, the action shall be valid as though authorized in a meeting of the board of directors.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 25 day of May, 2007.



MARK ROGERS
2214 MANGO TREE LANE
ORMOND BEACH, FLORIDA 32176

I affirmatively agree to act as registered agent for the above-captioned corporation.



MARK ROGERS

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared MARK ROGERS to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that she executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of May, 2007.



Notary Public, State of Florida

My Commission Expires:



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