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08 AUG 18 PM 2:25
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8/23/08

FILED
08 AUG 18 AM 9:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B. KOHR

AUG 19 2008

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

August 18, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
08 AUG 18 AM 9:25
TALLAHASSEE, FLORIDA

Re: Order #: 7328958 SO
Customer Reference 1: 0374940000
Customer Reference 2: None Given

EFFECTIVE DATE 8/23/08

Dear Department of State, Florida:

Please file the attached:

MAKO MARINE INTERNATIONAL, INC. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Joel Rodriguez
Fulfillment Manager
joel.rodriguez@wolterskluwer.com

EFFECTIVE DATE 8/23/08

CERTIFICATE OF CONVERSION

OF

MAKO MARINE INTERNATIONAL, INC.
(a Florida profit corporation)

INTO

MAKO MARINE INTERNATIONAL, LLC
(a Delaware limited liability company)

FILED
08 AUG 18 AM 9:25
TALLAHASSEE, FLORIDA

MAKO MARINE INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the Business Corporation Act, as enacted in the State of Florida, does hereby certify that:

FIRST: Mako Marine International, Inc. has been converted from a Florida corporation into a Delaware limited liability company in compliance with Chapter 607, Florida Statutes (the Florida Business Corporation Act, as amended), and Section 18-214 of the Delaware Limited Liability Company Act, as amended.

SECOND: Mako Marine International, Inc. was originally formed as a corporation under the laws of the State of Florida on June 24, 1994.

THIRD: The name of the corporation immediately prior to filing this Certificate is "Mako Marine International, Inc."

FOURTH: The name of the Delaware limited liability company as set forth in the Certificate of Formation, filed in Delaware contemporaneously herewith, is "Mako Marine International, LLC."

FIFTH: The plan of conversion of Mako Marine International, Inc. to Mako Marine International, LLC was approved by the sole director and sole stockholder of Mako Marine International, Inc. in accordance with Chapter 607, Florida Statutes (the Florida Business Corporation Act, as amended).

SIXTH: The effective date of the conversion in Delaware and Florida shall be August 23, 2008.

SEVENTH: The location of Mako Marine International, LLC's principal office is 2500 E. Kearney, Springfield, Missouri 65898, Attention: Mako Marine International, LLC.

EIGHTH: Mako Marine International, LLC (i) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce

obligations of Mako Marine International, Inc., including any appraisal rights of its shareholders under Sections 607.1301 to 607.1333 of the Florida Business Corporation Act, as amended, and (ii) lists the following as the street and mailing address that the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Business Corporation Act, as amended: Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

NINTH: Mako Marine International, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 to 607.1333 of the Florida Business Corporation Act, as amended.

Signature page follows.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on this 15th day of August, 2008.

MAKO MARINE INTERNATIONAL, INC.

By: 

Kenneth N. Burroughs
President