

P95000011742

**Prout CATAMARANS, USA, INC.**

1521 Alton Rd, #358, Miami Beach, FL 33139 - Tel 305-532-7950 - Fax 305-532-1878

February 8, 1995


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

RECEIVED 11 FEB 1995  
DIVISION OF CORPORATIONS  
\*\*\*\*122,742\*\*\*\*122,750

Please file the enclosed Articles of Incorporation for Prout Catamarans, Inc. and return a certified copy to me at:  
Prout Catamarans  
P.O. Box 896  
Vero Beach, FL 32961

I can be reached at 407-569-4001 if you have questions regarding this filing.

Thank you for your help,

  
Gary Dunne

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -9 AM 8:11

KAN 2-13

ARTICLES OF INCORPORATION OF  
PROUT CATAMARANS, INC.

95 FEB -9 AM 8:11

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: **PROUT CATAMARANS, INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 50,000 shares of no par value common stock.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 455 39th Court, Vero Beach, Florida 32968 and the mailing address of the initial registered office of this Corporation is P.O. Box 896, Vero Beach, Florida 32961. The name of the initial registered agent of this Corporation is Gary B. Dunne, whose street address is 455 39th Court, Vero Beach, Florida 32968 and whose mailing address is P.O. Box 896, Vero Beach, Florida 32961.

The principal place of business of the Corporation shall be 455 39th Court, Vero Beach, Florida 32968 and the mailing address of the Corporation shall be P.O. Box 896, Vero Beach, Florida 32961.

#### **ARTICLE VI**

This Corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By Laws, but shall never be less than one. The name of the initial Director of the Corporation is as follows:

Name	Address
Gary B. Dunne	455 39th Court Vero Beach, Florida 32968

#### **ARTICLE VII**

##### **INCORPORATORS**

The name and address of the Corporation's Incorporator is:

Gary B. Dunne  
455 39th Court  
Vero Beach, Florida 32968

#### **ARTICLE VIII**

##### **RESTRICTIONS ON TRANSFER OF STOCK**

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

#### **ARTICLE IX**

##### **INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1991).

IN WITNESS WHEREOF, I have subscribed my hand this 8th day of February, 1995

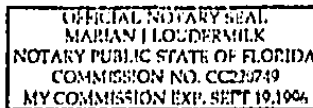


Gary B. Dunne  
Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 8th day of February, 1995, by Gary B. Dunne, who is personally known to me.

My Commission No. is:  
My Commission expires:



NOTARY PUBLIC, State of Florida

Name *Marian J. Loderer*

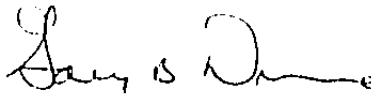
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is being submitted in compliance with said Act.

That **PROUT CATAMARANS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Gary B. Dunne, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-styled Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said office.

  
Gary B. Dunne