

P95000029412

Wm. Robert Dickey
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813-398-7310

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April 7, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Incorporation of Prototype Custom Boats, Inc.

Gentlemen:

On behalf of the incorporator of the above named corporation,
I am enclosing the following items:

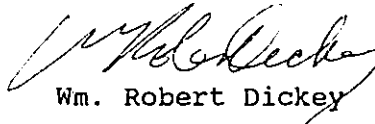
1. Articles of Incorporation
2. My check in the amount of \$70.00 payable to the
Florida Department of State.

Please return the certificate of incorporation to this office.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

5.000011453865
-04/11/95--0107--002
*****70.00 *****70.00

cc: Philip C. Klein
WRD/dh

FILED
95 APR 10 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER APR 14 1995

ARTICLES OF INCORPORATION
OF
PROTOTYPE CUSTOM BOATS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is PROTOTYPE CUSTOM BOATS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To design, manufacture, repair and sell boats, and related and sundry items; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of a single class of common stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10140-117th Place N., Largo, FL 34643, and the name of the initial registered agent of this corporation at that address is PHILIP C. KLEIN.

ARTICLE VI. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

10140-117th Place N.
Largo, FL 34643

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
PHILIP C. KLEIN	10140-117th Place N.. Largo, FL 34643

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators signing these articles are:

<u>Name</u>	<u>Address</u>
PHILIP C. KLEIN	10140-117th Place N. Largo, FL 34643

ARTICLE IX. AMENDMENT

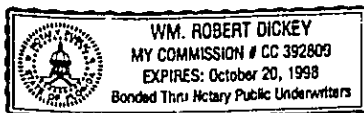
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.


IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on April 7, 1995.


PHILIP C. KLEIN
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)SS

The foregoing Articles of Incorporation of PROTOTYPE CUSTOM BOATS, INC. were acknowledged before me this 7th day of April, 1995, by Philip C. Klein, the incorporator, who is personally known to me, or X produced a Florida drivers license as identification.



 (Affix Seal)
WM. ROBERT DICKEY
Notary Public
State of Florida
My commission expires: 10-20-98

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: April 7, 1995


PHILIP C. KLEIN

These Articles Drafted By:
Wm. Robert Dickey, Attorney
Seminole Office Center, Suite 228
8050 Seminole Mall
Seminole, FL 34642

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TALLAHASSEE FLORIDA