

FIELDSTONE LESTER & SHEAR

ATTORNEYS AND COUNSELLORS AT LAW

2901 SOUTH BAYSHORE DRIVE

SUITE 1000

MIAMI, FLORIDA 33133

TELEPHONE: (305) 250-7100

TELECOPIER: (305) 858-4777

RONALD R. FIELDSTONE, P.A.*

PAUL A. LESTER, P.A.*

DAVID SHEAR, P.A.*

*OF COUNSEL TO
ADRIANO A. ZEDER, P.A.

OF COUNSEL:

ALAN R. CHASE

PETER N. WEINER

ROBERT M. SONDAK

P95000038575

May 12, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400001487504
-05/15/95--01066--015
***122.50 ***122.50

RE: Savage Industries, Inc.

To Whom it May Concern:

Enclosed for filing, please find an original and one copy of the Articles of Incorporation for the above named corporation together with a check in the amount of \$122.50. Please return a certified copy of the original to the undersigned in the enclosed self addressed stamped envelope.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,
Signed for Mr. Fieldstone
Absence to expedite delivery
Ronald R. Fieldstone

[Handwritten signature]

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FILED
MAY 15 1997
TALLAHASSEE, FLORIDA

BROWN MAY 16 1995

ARTICLES OF INCORPORATION

OF

SAVAGE INDUSTRIES, INC.

ARTICLE I - NAME

The name of this corporation is: SAVAGE INDUSTRIES, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

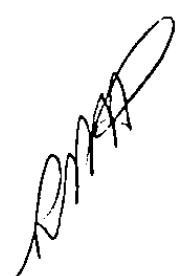
ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

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

SAVAGE INDUSTRIES, INC.
at Marina Bay
2175 State Road 84
Ft. Lauderdale, Florida 33312



and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Russel Akerblom	At Marina Bay 2175 State Road 84 Ft. Lauderdale, Florida 33312

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Russel Akerblom	At Marina Bay 2175 State Road 84 Ft. Lauderdale, Florida 33312

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION




The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

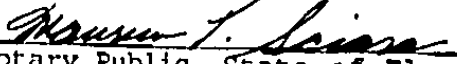
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of March, 1995.


Russel Akorblom
Subscriber, Director

STATE OF FLORIDA)
) SS.
COUNTY OF)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Russel Akorblom, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of March, 1995.

MAUREEN T. SCIARA

Notary Public, State of Florida
CC157686

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 4, 1995
BONDED THRU GENERAL INS. UND.


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
MAR 15 1995
MILWAUKEE, WISCONSIN

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

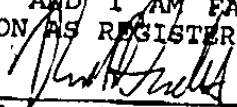
1. The name of the corporation is: Savage Industries, Inc.
2. The name and address of the registered agent and office is:

Ronald Fieldstone, Esquire
Fieldstone Lester & Shear
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133


Russell Akerblom
Title: President

Date: March 24, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Ronald R. Fieldstone

Date: 3-29-95

P95000038575

SAVAGE
POWER BOATS

6-29-95

Florida Department of State
Division of Corporations

400001528524
-06/30/95--01066--013
*****70.00 *****35.00

Dear Sirs,

400001528524
-06/30/95--01066--013
*****70.00 *****50.00

Pursuant to resolutions of the
Board of directors of Savage
Industries, Inc., please record
the enclosed documents:

- 1) Certificate of Amendment
Articles of Incorporation
- 2) Certificate of designation of
Registered Agent (replacing
R. Fieldstone, Esq. per the
attached).

A check for \$70.00 is enclosed.

Please expedite.

Frank Stephan CPA

14 April 95

Irvine, Ca. 92714

Ph. 619-438-3981

Frank Stephan
President

Amend
7/18
VB

FILED
JUN 30 1995
CLERK OF COURT

CERTIFICATE OF AMENDMENT
OF
SAVAGE INDUSTRIES, INC

FILED
95 JUN 30 AM 9:00
TALLAHASSEE, FLORIDA

The undersigned, Russel Akerblom, President of Savage Industries, Inc., a corporation organized under the laws of the State of Florida on May 15, 1995, hereby certifies that on June 27, 1995 the Shareholders of the Corporation owning a majority of the outstanding common stock of Savage Industries, Inc., have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was sufficient for approval.

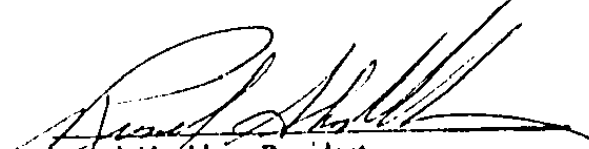
1. ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value Per <u>Share</u>	Class of <u>Stock</u>
20,000,000	\$.0001	Common
5,000,000	\$.001	4% Cumulative, Convertible Preferred

3. Directors of the Corporation have also approved this Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed this Certificate of Amendment this 29 day of June, 1995.


Russel Akerblom, President


Dick Clark, Secretary

P95000038575

OFFICE USE ONLY (Document #)

Frank Stephen CPA

(Requestor's Name)

14 April

(Address)

Irvine, Ca. 92714

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
95 AUG -7 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300001536869
-06/30/95--01066--013
*****70.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA chg.
8/10
YB

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1995

FRANK STEPHAN, CPA
14 APRILLA
IRVINE, CA 92714

SUBJECT: SAVAGE INDUSTRIES, INC.
Ref. Number: P95000038575

We have received your document for SAVAGE INDUSTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 095A00034328

RECEIVED
JUL 21 1995
CORPORATIONS
TALLAHASSEE
FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SAVAGE INDUSTRIES, INC.

1b. The mailing address of the corporation is: 2175 STATE ROAD 84
FORT LAUDERDALE, FL 33312

1c. Date of incorporation: MAY 15, 1995 Document number: P95000038575

2. The name and address of the current registered agent and office:

RONALD FIELDSTONE
2601 S. BAYSHORE DR. #1600
MIAMI, FL 33133

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

RUSSEL AKERBLOM
2175 STATE ROAD 84
FT. LAUDERDALE, FL 33312

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Frank Stephan
(Signature of an officer, chairman or
vice chairman of the board)

7-25-95
(Date)

FRANK STEPHAN, CHAIRMAN
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Russel Akerbloom
(Signature of Registered Agent)

August 2, 1995
(Date)