

P95000070771

Gary Baker

ATTORNEY AT LAW

P.O. BOX 1177

CALLAHAN, FLORIDA 32011

(904) 879-4111

September 7, 1995

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32301

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-03/11/95--01054--015
***122.50 ***122.50

RE: DILLCO BOATS INC.

Gentlemen:

Please find enclosed the original and one set of Articles of Incorporation, for the above referenced corporation. Also, we enclose our check in the amount of \$122.50 to cover the cost of filing fees and that of resident agent.

Your prompt attention and cooperation will be appreciated.

Sincerely,

Belinda Rowell

Belinda Rowell

Secretary to Gary Baker

/br
enclosure

D. BROWN, SEP 14 1995

ARTICLES OF INCORPORATION

OF

DILLCO BOATS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

DILLCO BOATS INC.

The general nature of the business to be transacted by this corporation is, any lawful business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state

government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock

To become guarantor or surety for any other person, firm or corporations or otherwise, when deemed in the interest of the corporation

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and others as the Board of Directors may deem to be in the interest of the corporation

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is

500 shares \$1.00 per value

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The address of the principal office of this corporation in the State of Florida is

Route 3 Box 150, Callahan, Florida 32011

The board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTOR

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors of this corporation are:

- | | |
|------------------|--|
| 1. Daniel Dillon | Route 3 Box 150
Callahan, Florida 32011 |
| 2. Larry Dillon | Route 3 Box 150
Callahan, Florida 32011 |
| 3. Teresa Dillon | Route 3 Box 150
Callahan, Florida 32011 |

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber of the Articles of Incorporation is:

Larry G. Dillon
DILLCO BOATS INC., Route 3 Box 150, Callahan, Florida 32011.

ARTICLE X. MISCELLANEOUS

This Corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of the corporation impose such restriction on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes of laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be

conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining, whether a quorum is present, but no to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, LARRY DILLON, the undersigned incorporation, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 6th day of September, 1995.

Larry Dillon
LARRY DILLON

STATE OF FLORIDA
COUNTY OF NASSAU

I HEREBY CERTIFY that on this day, before me, an Notary Public duly authorized in

State and County named above to take acknowledgments, personally appeared Larry Dillon to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of September, 1995.

Belinda Rowell
NOTARY PUBLIC

State of Florida

My Commission Expires:

BELINDA ROWELL
My Commission CC334703
Expires Dec. 07, 1997
Bonded by HAI
800-422-1555



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within the State, Naming Agent Upon whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with chapter 48.091, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at Route 3 Box 150, Callahan, Florida, County of Nassau, State of Florida, has named Gary

Baker, Esquire at Post Office Box 1177, 114 Green Avenue, Callahan, Florida 32011, as its agent to accept service of process within this state

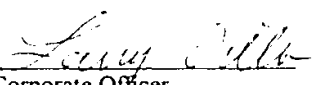
OFFICERS

NAME	TITLE	SPECIFIC ADDRESS
Teresa Dillon	President	Route 3 Box 150 Callahan, FL 32011
Larry G. Dillon	Secretary-Treasure	Route 3 Box 150 Callahan, FL 32011

DIRECTORS

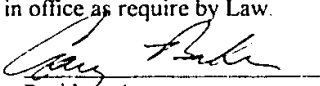
	SPECIFIC ADDRESS
Daniel Dillon	same as above
Larry G. Dillon	same as above
Teresa Dillon	same as above

BY


Corporate Officer

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at Post Office Box 1177, 114 Green Avenue, Callahan, Florida 32011) in some conspicuous place in office as require by Law.


Resident Agent
Gary Baker