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FLORIDA DIVISION OF CORPORATIONS

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((H96000000278))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EAGLE MARINE BOAT MANUFACTURING, INC.

FAX AUDIT NUMBER: H96000000278

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/05/1990

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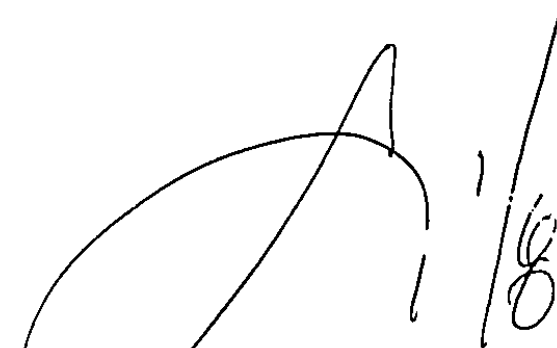
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

EAGLE MARINE BOAT MANUFACTURING, 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 the corporation shall be:

EAGLE MARINE BOAT MANUFACTURING, INC.

The principal place of business of this corporation shall be:

10600 DISCAYNE BLVD, SUITE 500
MIAMI, FLORIDA 33161

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to initially have outstanding at any one time is 100 shares of common stock having US \$1.00 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the initial registered office of the corporation shall be 328 Minorca Avenue, Second Floor, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is Forrest Sygman, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one (1) Officer initially. The name and street address of the initial Officer who shall hold office until such time as a successor is elected or appointed are as follows:

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Forrest Sygman President
328 Minorca Ave.
Coral Gables, FL 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Forrest Sygman, Esq.
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of January, 1996.

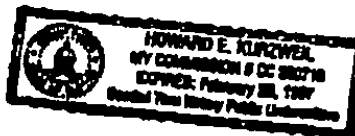

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE) ss.

THE FOREGOING instrument was acknowledged and sworn to before me this 4 day of January, 1996, by Forrest Sygman on behalf of _____, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Fla. Drivers License and did not take an oath.


NOTARY PUBLIC, State of Florida

My Commission expires:



This instrument prepared by: FORREST SYGMAN, ESQ., 328 Minorca Avenue, 2nd Floor, Coral Gables, Florida 33134
TEL: (305) 379-1910 Florida Bar No.: 748070

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CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 :

EAGLE MARINE BOAT MANUFACTURING, INC.

2. The name and address of the registered agent and office is

FORREST SYGMAN, ESQ.
Minorca Avenue, Second Floor
Coral Gables, FL 33134

Signature: *Forrest Sygman*

Forrest Sygman, President

11/9/84
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Forrest Sygman
REGISTERED AGENT

DATE: 11/9/84

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