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96 FEB 21 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

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Sargent Enterprises, Inc.

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

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2/21/96

**ARTICLES OF INCORPORATION
OF
SARGENT ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be SARGENT ENTERPRISES, INC.

ARTICLE II - Purpose

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV - Shareholder Rights

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI - Indemnification

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII - Amendment of Bylaws

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX - Registered Agent

The initial registered agent of the corporation is Harry L. Henning, Esq. The street address of the corporation's initial registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE X - Principal Office

The principal place of business and mailing address of this corporation shall be: 3774 Cracker Way, SW, Bonita Springs, Florida 33923.

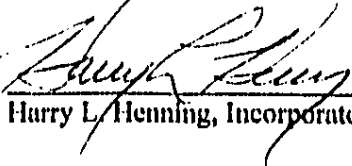
ARTICLE XI - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Harry L. Henning, Esq., 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE XII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1996.



Harry L. Henning, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the 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 SARGENT ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Harry L. Henning, Esq.
4501 Tamiami Trail North, Suite 400
Naples, Florida 33940.

HAVING BEEN NAMED in the State of Florida 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 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.

Date: February 21, 1996



Harry L. Henning, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301
(904) 222-0101 FAX

CERTIFICATE NO. : 00220000000000000000
REFERENCE : AG00301 42305 00
AUTHORIZATION :
FEE : \$ 35.00 *Patricia Pyjich*

ORDER DATE : March 5, 1996

ORDER TYPE : FULL AM

ORDER NO. : AG00301

CUSTOMER NO. : 4710535

600001732846

CUSTOMER: Mrs. Sue Smith-42301
Porter Wright Morris & Arthur
Suite 400
4301 Tamiami Trail North
Naples, FL 34109

DOMESTIC AMENDMENT FILING

NAME: SARGENT ENTERPRISES, INC.

File - 2nd

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS MAR - 5 1996

CONTACT PERSON: GLS

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SARGENT ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

The Amended and Restated Articles of Incorporation of Sargent Enterprises, Inc. are as set forth in Exhibit A, attached hereto and incorporated herein by reference.

SECOND: The date of each amendment's adoption is February 26, 1996.

THIRD: Adoption of Amendments

The amendments were approved by the shareholders of the Corporation.

Signed this 26th day of February, 1996.



Charles L. Sargent, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUALITY BOAT LIFTS, INC.
(Formerly, SARGENT ENTERPRISES, INC.)**

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Sargent Enterprises, Inc., a Florida corporation formed under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be QUALITY BOAT LIFTS, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000,000 shares, of which 500,000 shares shall be Class A common shares and 500,000 shares shall be Class B common shares. Holders of Class A and Class B shares shall participate equally to the same extent per share in all dividends and in any distribution of assets made upon liquidation or dissolution of the corporation or otherwise. Except as otherwise required by the laws of the State of Florida, the holders of Class A common shares shall exclusively possess all of the voting power of the Corporation for the election of directors and for all other purposes, and the holders of the Class B common shares shall have no voting power and no holder thereof shall be entitled to receive notice of any meeting of shareholders. In all other respects, the rights and privileges of the nonvoting Class B common shares shall be the same as the rights and privileges of the voting Class A common shares.

ARTICLE IV - Shareholder Voting Rights

Each holder of Class A common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VIII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX - Registered Agent

The registered agent of the Corporation is Mary Beth M. Clary, Esq. The street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE X - Principal Office

The principal place of business and mailing address of this Corporation shall be 1946 Dana Drive, Ft. Myers, Florida 33907.

ARTICLE XI - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Harry L. Henning, Esq., 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE XII - Amendment

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26th day of February, 1996.



Charles L. Sargent, President

STATEMENT OF CHANGE OF REGISTERED AGENT

1. The name of the Corporation is SARGENT ENTERPRISES, INC.
2. The name of its present registered agent, as shown in the records of the Department of State of the State of Florida, prior to filing this statement is HARRY L. HENNING.
3. The name of its new registered agent is MARY BETH M. CLARY. The new agent's written consent is set forth below.
4. The address of the Corporation's registered agent will not change and the street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
6. Such change was authorized by resolution duly adopted by its Board of Directors.


Charles L. Sargent, President

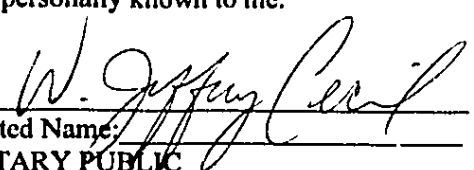
The undersigned new registered agent hereby consents to the above change and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of a registered agent.


Mary Beth M. Clary, Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25th day of February, 1996, by Charles L. Sargent and Mary Beth M. Clary, who are personally known to me.

(SEAL)


Printed Name: _____
NOTARY PUBLIC
My Commission Expires: _____

COLUMBUS215637.01



W JEFFREY CECIL
My Commission CC379023
Expires Jun. 05, 1998
Bonded by HAI
800-422-1555