

FEB-29-96 THU 11:02 AM

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11:28 AM PUBLIC ACCESS SYSTEM (((H96000002903))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000002903))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MANATEE MARINE PRODUCTS, INC. FAX AUDIT NUMBER: H96000002903
CURRENT STATUS: REQUESTED DATE REQUESTED: 02/29/1996 TIME REQUESTED:
11:28:30 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
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CORPORATION

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**ARTICLES OF INCORPORATION
OF
MANATEE MARINE PRODUCTS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Manatee Marine Products, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 6400 N.W. 20th Street, Margate, Florida 33063

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of importing, improving, modifying, marketing and distributing marine products including but not limited to a fibre built canoe-like-boat built in Montreal, Canada and brought into the United States, with the corporation acting as the sole distributor, with all rights to market this product throughout the United States and South America for profit, and transacting any or all lawful business related directly or indirectly thereto and in furtherance of all corporate business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 (one hundred) shares of \$1.00 (One Dollar) par value common stock which shall be designated as "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1801 University

- 1 -

ANDREA L. MOORE, ESQ.
1801 University Dr
Coral Springs FL 33071
BAR # 494275
345-345-8395

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Drive, Penthouse B, Coral Springs, Florida 33071 and the name of the initial Registered Agent of this corporation at that address is Andrea L. Moore, Esq. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first meeting of stockholders and the successor or successors shall have been duly elected and qualified, or until an earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is:

Jules Poirer
6400 N.W. 20th Street
Margate, Florida 33063

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Jules Poirer
6400 N.W. 20th Street
Margate, Florida 33063

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

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

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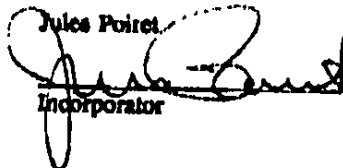
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ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 2-28-96

Jules Poirot

Incorporator

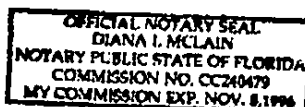
State of Florida)
County of Broward)

The foregoing instrument was acknowledged before me this 28 day of February, 1996, by Jules Poirot, who is personally known to me and who did take an oath.


Notary Public

Diana I. McLain
Print or type name

My Commission Expires:



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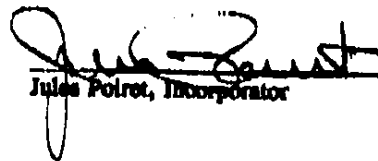
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Manatee Marine Products, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Andrea L. Moore, Esq., located at 1801 University Drive, Penthouse B, Coral Springs, Florida 33071 as its agent to accept service of process within Florida.

Dated: 2-28-96


Jules Polrot, Incorporator

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. 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 obligations of my position as registered agent.

Dated: 2-28-96


Andrea L. Moore, Esquire

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