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CARYN A. VAN MATRE
ATTORNEY AT LAW

April 22, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for Bargain Boats, Inc. Also, there is a check enclosed for \$122.50 to cover the costs of filing, designation of agent, and return certified copy of the Articles. Please return same to the following address:

Caryn A. Van Matre
Attorney at Law
213 South Alcaniz Street
Pensacola, Florida 32501

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Thank you for your prompt attention.

Sincerely,

Caryn A. Van Matre

Caryn A. Van Matre
Attorney At Law

CVM\kah
Enclosures

AL MAY - 1 1996

96 APR 26 PM 5:53
FBI
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARGAIN BOATS, INC.

FILED
96 APR 26 PM 5:53
STATE OF FLORIDA
TALLAHASSEE

The undersigned subscriber of these Articles of Incorporation under the Florida General Corporation Act does hereby subscribe to these Articles.

ARTICLE I

The name of the corporation shall be Bargain Boats, Inc.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding is One Hundred (100) shares of common stock.

ARTICLE IV

Every stockholder, upon the sale for cash of any new stock of this corporation, shall have the right to have the first option to purchase pro rata shares thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others. The members of the First Board of Directors shall have the first option to purchase any issued or new stock of this corporation before the option to purchase said stock is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business is the sum of Forty Thousand Dollars (\$40,000.00).

ARTICLE VI

This corporation shall have perpetual existence commencing on the date of the filing of the Articles with the Secretary of State.

ARTICLE VII

The initial principal address of the principal office of this corporation in the State of Florida shall be 2413 Valley Road, Navarre, Florida 32566. The Board of Directors may move the principal office to any other address in Florida.

ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than six (6). The corporation shall begin business with one director and that number may be increased within the limitations set forth herein by the by-laws of the corporation.

ARTICLE IX

The name and address of the first Board of Directors and respective offices held are as follows:

William L. Crouch, President
2413 Valley Road
Navarre, Florida 32566

Ray Watson, Secretary
6817 Liberty Street
Navarre, Florida 32566

ARTICLE X

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

William L. Crouch, President
2413 Valley Road
Navarre, Florida 32566

ARTICLE XI

The name and address of the Resident Agent of this corporation is as follows:

William L. Crouch
2413 Valley Road
Navarre, Florida 32566

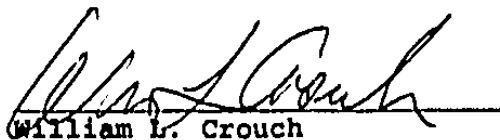
ARTICLE XII

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

ARTICLE XIII

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

IN WITNESS WHEREOF, William L. Crouch, the undersigned incorporator has set his hand and seal on this the 27th day of March, 1996.



William L. Crouch

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared William L. Couch, who is personally known to me or who has furnished valid I.D. in the form of FLD#0680-932-52-388, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and seal on this the 27th day of March, 1996, at Pensacola, Escambia County, Florida.




Notary Public
My Commission Expires: 10/31/97


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: BARGAIN BOATS, INC.
2. The name and address of the registered agent and office is:

WILLIAM L. CROUCH
2413 Valley Road
Navarre, Florida 32566

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.



Signature

3/27/96

Date

FILED
95 APR 26 PM 5:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA