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Gainesville, Florida 32607

904-376-8118

FILED

96 MAY 21 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 16, 1996

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

EFFECTIVE DATE  
5-20-96

Re: *Incorporation of ED'S CANOES, INC.*

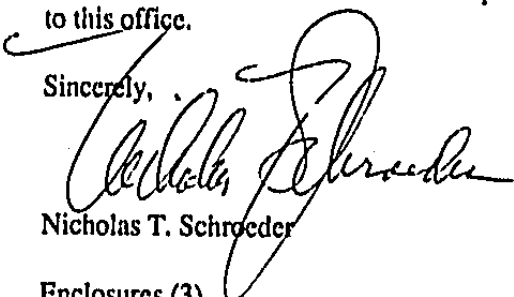
200001832862  
-05/21/96--01129--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed are the following:

1. Articles of Incorporation of ED'S CANOES, INC.,
2. Designation of Resident Agent and Acceptance
3. My Client's Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,

  
Nicholas T. Schroeder

Enclosures (3)

XH  
5-29-96

ARTICLES OF INCORPORATION  
OF  
ED'S CANOES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **ED'S CANOES, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

### ARTICLE III

#### Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

### ARTICLE IV

#### Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Beginning of Corporate Existence

The date corporate existence shall begin shall be May 20, 1996.

## ARTICLE VII

### Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

## ARTICLE VIII

### Principal Office

The initial street address of the principal office of this corporation shall be:

P.O. Box 2038  
230 NW 5th Street  
High Springs, Florida 32655

ARTICLE IX

Subscriber

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

CYNTHIA L. MacKINNON  
P.O. Box 2038  
230 NW 5th Street  
High Springs, Florida 32655

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

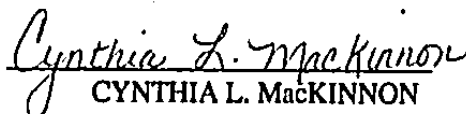
CYNTHIA L. MacKINNON  
230 NW 5th Street  
High Springs, Florida 32655

ARTICLE XI

Amendments

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 stock entitled to vote.

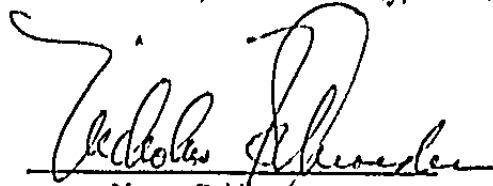
IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 16 day of May, 1996.

  
CYNTHIA L. MacKINNON

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, CYNTHIA L. MacKINNON, being well known or identified by her Florida Driver's Licenses, and who did take an oath, acknowledged before me that she is a party to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 16 day of May, 1996.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

OFFICIAL NOTARY SEAL  
NICHOLAS T. SCHROEDER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC286889  
MY COMMISSION EXPI. MAY 16, 1997

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 48.091, Florida Statutes, the following is submitted:

ED'S CANOES, INC., desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at: , has named CYNTHIA L.  
MacKINNON, located at:

CYNTHIA L. MacKINNON  
230 NW 5th Street  
High Springs, Florida 32655

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

as its agent to accept service of process within Florida.

Cynthia L. MacKinnon  
CYNTHIA L. MacKINNON  
President  
Date: 5/16/96

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.

Cynthia L. MacKinnon  
CYNTHIA L. MacKINNON  
Registered Agent  
Date: 5/16/96