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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 002640 103536A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : June 27, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 002640

CUSTOMER NO: 103536A

CUSTOMER: Ralph E. Moon, Esq.
RALPH E. MOON, JR., ESQ

P.O. Box 4836

Palm Harbor, FL 34685-4836

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-06/27/96--01055--007
*****70.00 *****70.00

DOMESTIC FILING

NAME: AMERICAN BOAT WORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 2:29

96 JUN 27 11:07
DIVISION OF CORPORATIONS
96 JUN 27 11:07

ARTICLES OF INCORPORATION

of

AMERICAN BOAT WORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 27 PH 2:30


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

- Article 1. *Name:* The name of this corporation is: American Boat Works, Inc.
- Article 2. *Duration:* The term of existence of the corporation is perpetual.
- Article 3. *Purpose:* This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- Article 4. *Capital Stock:* The maximum number of shares this corporation is authorized to issue is Seventy-five hundred (7,500) shares of common stock, each having a par value of One Dollar (\$1.00) per share. All shares shall be identical in every respect entitling one vote for each share with respect to all matters on which each shareholder has a right to vote.
- Article 5. *Principal Office:* The address of the principal office of this corporation shall be:
41 Oscar Hill Road, Tarpon Springs, FL 34689.
- Article 6. *Initial Registered Office and Agent:*
- A. *Registered Office:* The address of the initial registered office of this corporation is
41 Oscar Hill Road, Tarpon Springs, FL 34689.
- B. *Registered Agent:* The name of the initial Registered Agent of this corporation at that address is Charles R. Johnson.
- Article 7. *Initial Board of Directors:* This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation is:
- Charles R. Johnson - 1017 South Pointe Alexis Drive, Tarpon Springs, FL 34689.
- Article 8. *Incorporator:* The name and post office address of the sole incorporator is:
- Charles R. Johnson - 1017 South Pointe Alexis Drive, Tarpon Springs, FL 34689.

Article 9. *Indemnification:* The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

Article 10. *Amendment:* This 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.

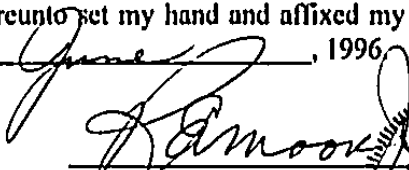
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of June, 1996.

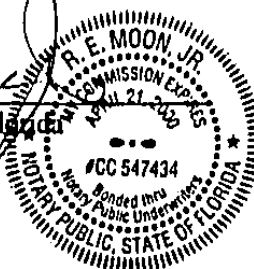

Charles R. Johnson, Incorporator

State of Florida)
)
County of Pinellas)

ON THIS DAY BEFORE ME, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared Charles R. Johnson, personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me the execution thereof for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State aforesaid, this 25th day of June, 1996.


Notary Public State of Florida
Commission No.
My commission expires:



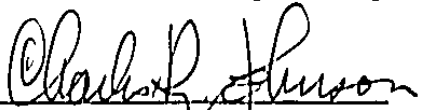
CERTIFICATE
Designating Place of Business or Domicile
for the
Service of Process Within Florida
Naming Agent upon Whom Process May Be Served

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 27 PM 2:30

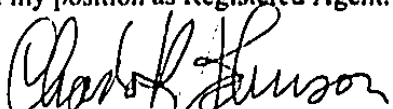
In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That American Boat Works, Inc., desiring to organize or qualify under the laws of the State of Florida with its place of business at 41 Oscar Hill Road, Tarpon Springs, FL 34689, has named Charles R. Johnson, located at 41 Oscar Hill Road, Tarpon Springs, FL 34689, as its Registered Agent to accept service of process within the State of Florida.



Charles R. Johnson, Incorporator
Date 6/25/96

HAVING BEEN NAMED as Registered Agent 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.



Charles R. Johnson, Registered Agent
Date 6/25/96