

JENNIFER L. WHITELAW

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INTELLECTUAL PROPERTY
AND RELATED CAUSES

P96000100726

December 9, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation - JCG Management Associates, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for JCG Management Associates, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue and certification fees.

Sincerely,

Jennifer L. Whitelaw

Jennifer L. Whitelaw

Enclosures - 2

cc: Mr. John C. Greaves

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**Articles of Incorporation
of
JCG Management Associates, Inc.**

The undersigned acting as incorporator of a corporation under the Florida Corporations Act adopts the following Articles of Incorporation of such corporation:

**ARTICLE I
NAME**

The name of the corporation is JCG Management Associates, Inc.
The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 850 Park Shore Drive, Suite 203, Naples, Florida 34103.

**ARTICLE II
CORPORATE DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSES**

The purpose is to develop, market, promote and sell recreational vehicle parts and equipment, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV
CAPITALIZATION**

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

**ARTICLE V
REGISTERED OFFICE AND AGENT, INCORPORATOR**

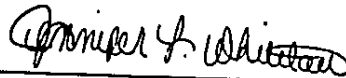
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 850 Park Shore Drive, Suite 203, Naples, Florida 34103, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one, whose name and address is:

John C. Greaves, 170 Wilson Boulevard, Naples, Florida 34120
Sandra Greaves, 170 Wilson Boulevard, Naples, Florida 34120

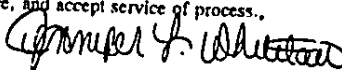
Dated: December 9, 1996



Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.



Jennifer L. Whitelaw
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
Business