

PA60000101477

December 12, 1996

500002029685--6
-12/15/96--01022--013
*****70.00 *****70.00

Florida Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Archercraft Boat Company

Dear Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation. Also enclosed is our firm's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided.

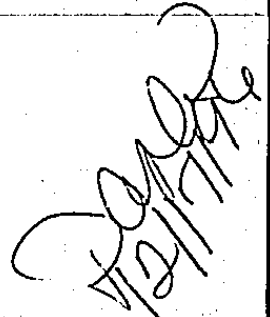
If you have any questions regarding the enclosed, please contact the undersigned.

Very truly yours,


A. CLIFTON BLACK

ACB:dm
Enclosures

FILED
56 DEC 16 2 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
ARCHERCRAFT BOAT COMPANY

FILED
96 DEC 15 11:11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Archercraft Boat Company.

ARTICLE II - NATURE OF BUSINESS

The nature of the business of this corporation shall be to design, manufacture, and sell boats and associated marine goods, services, and supplies and to provide related goods, services, and supplies and to do all other things permitted by law.

ARTICLE III - POWERS

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

ARTICLE IV - STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the sum necessary to increase inventory and to expand the corporation shall be applicable to the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than one hundred and no/100 dollars (\$100.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial address of this corporation shall be 126 E. Jefferson Street, Orlando, Florida, 32801. The registered agent at the corporate address is A. Clifton Black. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporations, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omission occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

ARTICLE IX - VOTING SHAREHOLDERS
DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

Ronald R. Archer
329 Old Daytona Road
Deland, Florida 32724

David Archer
329 Old Daytona Road
Deland, Florida 32724

The Initial officers shall be:

Ronald R. Archer
329 Old Daytona Road
Deland, Florida 32724
President

David Archer
329 Old Daytona Road
Deland, Florida 32724
Vice President
Secretary
Treasurer

ARTICLE XIV - INCORPORATORS

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

Debbie Mallory
126 E. Jefferson Street
Orlando, FL 32801

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of Archercraft Boat Company, do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation, this 12th day of December, 1996.


Debbie Mallory, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared DEBBIE MALLORY, to me known, and who acknowledged before me that she executed the foregoing freely and voluntarily for the purposes expressed herein.

12th WITNESS my hand and official seal In the state and county above stated this day of December, 1996.

Deborah A. Woodward
NOTARY PUBLIC

(Name of Acknowledged Party)
Commission No. 1000
DEBORAH A. WOODWARD
My Commission CC471185
Expires Jan. 31, 1999
Bonded by AMS
800-852-8878

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Orange, appeared A. Clifton Black, who is personally known to me, whose business address is 126 E. Jefferson Street, Orlando, Florida, 32801, and, being sworn, deposed and said that he has accepted the designation as registered agent for Archercraft Boat Company, this 12th day of December, 1996.

A. Clifton Black
A. CLIFTON BLACK
Registered Agent

Deborah A. Woodward
NOTARY PUBLIC

(Name of Acknowledged Party)
Commission No.:
DEBORAH A. WOODWARD
My Commission CC471185
Expires Jan. 31, 1999
Bonded by AMS
800-852-8878

FILED
96 DEC 16 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 DEC 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA