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LAW OFFICES OF  
**JAMES W. MARTIN, P. A.**

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111 SECOND AVENUE NORTHEAST  
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December 23, 1996

**PERSONAL & CONFIDENTIAL**  
Karon Beyer, Chief  
Bureau of Commercial Recording  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

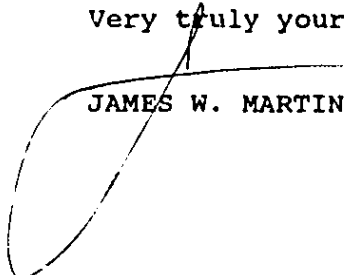
**By Federal Express Priority**

Re: PREMIER BOAT LIFTS, INC.

Dear Karon:

Enclosed are an original and copy of Articles of Incorporation for the above along with my check for the \$70 filing fee. Please datestamp and return the articles using the enclosed air bill.

Very truly yours,

  
JAMES W. MARTIN

Enclosures

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ARTICLES OF INCORPORATION  
OF  
PREMIER BOAT LIFTS, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: PREMIER BOAT LIFTS, INC.

Article 2. Address. The address of the principal office and mailing address of the Corporation is: 11304 Laurel Crest Lane, Tampa, FL 33624.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares. Such shares shall have a par value of One Dollar (\$1) per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 11304 Laurel Crest Lane, Tampa, FL 33624, and the name of its initial Registered Agent at that address is MICHAEL C. DeABREU.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows: MICHAEL C. DeABREU, 11304 Laurel Crest Lane, Tampa, FL 33624.

Article 6. Incorporators. The name and address of each Incorporator is as follows: MICHAEL C. DeABREU, 11304 Laurel Crest Lane, Tampa, FL 33624.

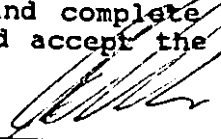
Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on December 23, 1996.

\_\_\_\_\_  
MICHAEL C. DeABREU

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

  
\_\_\_\_\_  
MICHAEL C. DeABREU

Date: December 23, 1996

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