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ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
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P.O. BOX 14036

NORTH PALM BEACH, FLORIDA 33408

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OF COUNSEL
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(561) 863-5133

March 27, 1997

Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

4000002127604-9
-03/28/97-01125-017
***122.50 ***122.50

RE: JUPITER BOAT MFG., INC.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Very truly yours,

Frederick M. Dahlmeier ig.
Frederick M. Dahlmeier

FMD:jg
Encs.

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MAR 28 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3317

ARTICLES OF INCORPORATION
OF
JUPITER BOAT MFG., INC.

The undersigned subscribers, being natural persons, being competent to contract, hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be Jupiter Boat MFG. Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 750 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is:
631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408,

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TALLAHASSEE, FLORIDA

and the mailing address of this corporation is: P.O. Box 14036,
North Palm Beach, Florida 33408.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408 and, the name of the initial registered agent of this Corporation at such address is Frederick M. Dahlmeier.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is: Frederick M. Dahlmeier.

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which it is offered to others.

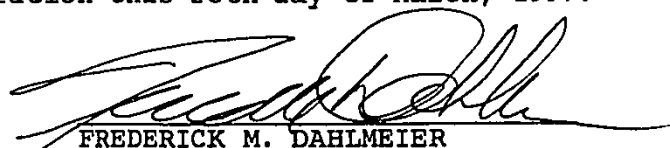
ARTICLE XI - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are: Frederick M. Dahlmeier.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

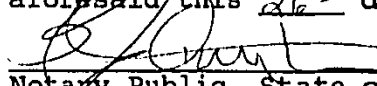
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of March, 1997.


FREDERICK M. DAHLMEIER
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

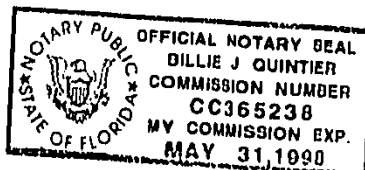
BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared FREDERICK M. DAHLMEIER, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of March, 1997.


Notary Public, State of Florida at Large

(Print or type name of Notary)

My 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That Jupiter Boat MFG., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of 631 U.S. Highway One, Suite 410, North Palm Beach, County of Palm Beach, State of Florida, has named Frederick M. Dahlmeier, located at 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, as its Registered Agent to accept service of process within Florida.

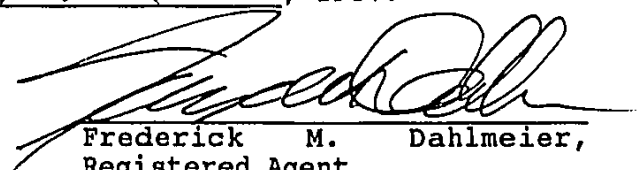
By: 

Frederick M. Dahlmeier

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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.

DATED this 26th day of March, 1997.


Frederick M. Dahlmeier,
Registered Agent