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LETTER OF TRANSMITTAL

To: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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-08/15/97--01037--021  
\*\*\*\*140.00 \*\*\*\*\*70.00

In Re: **Defiant Powerboats, Inc.**

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for Defiant Powerboats, Inc., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

Defiant Powerboats, Inc.  
H. M. Peterson  
1213 W. Hillsborough Ave.  
Tampa, Florida 33603  
813-258-5353

FILED  
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TALLAHASSEE, FL

Hand  
8/15/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 6, 1997

H.M. PETERSON  
DON PETERSON & ASSOCIATES, INC.  
1213 W. HILLSBOROUGH AVE.  
TAMPA, FL 33603 US

The name DEFIANT POWERBOATS INC. has been reserved for 120 days beginning May 6, 1997. The reservation number is R97000002206 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 997A00023710

**ARTICLES OF INCORPORATION**  
of  
**Defiant Powerboats, Inc.**

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The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

**ARTICLE I CORPORATE NAME**

The name of the corporation shall be:

Defiant Powerboats, Inc.

**ARTICLE II DURATION**

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III PURPOSE**

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The principal office address of said corporation shall be:

1213 W. Hillsborough Ave.  
Tampa, Florida 33603

The mailing address of said corporation shall be:

1213 W. Hillsborough Ave.  
Tampa, Florida 33603

The name and street address of the Initial Registered Agent of this corporation is:

H. M. Peterson  
1213 W. Hillsborough Ave.  
Tampa, Florida 33603

**ARTICLE V CAPITAL STOCK**

The corporation is authorized to issue One Thousand (1000) shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

H. M. Peterson  
123 Whitaker Rd. Lutz, Florida 33549  
Delores Peterson  
123 Whitaker Rd. Lutz, Florida 33549

**ARTICLE VII INCORPORATORS**

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

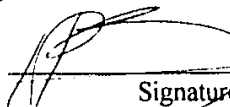
H. M. Peterson  
123 Whitaker Rd. Lutz, Florida 33549  
Delores Peterson  
123 Whitaker Rd. Lutz, Florida 33549

### **ARTICLE VIII INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

**IN WITNESS WHEREOF**, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 11 day of August 1997.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**  
**OF**

**Defiant Powerboats, Inc.**

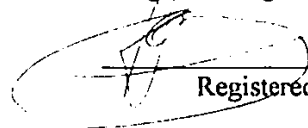
Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

H. M. Peterson  
1213 W. Hillsborough Ave.  
Tampa, Florida 33603

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, H. M. Peterson, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, H. M. Peterson, 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.

  
\_\_\_\_\_  
Registered Agent

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