

P97000087340



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559704 157855A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : October 9, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 559704-005

CUSTOMER NO: 157855A

000002316480--9

CUSTOMER: Raymond L. Schumann, Esq
RAYMOND L. SCHUMANN, P.A.

Suite 300
7370 College Parkway
Fort Myers, FL 33907

DOMESTIC FILING

NAME: SHALLOW DRAFT BOAT WORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 OCT -9 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -9 PM 12:13
DIVISION OF CORPORATION

SN 0016.9 1997

**ARTICLES OF INCORPORATION
OF
SHALLOW DRAFT BOAT WORKS, INC.**

ARTICLE I

NAME

The name of this corporation is **SHALLOW DRAFT BOAT WORKS, INC.**

ARTICLE II

BUSINESS TO BE TRANSACTED

The nature of the business to be transacted by the corporation is:

To engage in Manufacturing, Development, Distribution, Sales and Marketing of Marine Vehicles and Watercraft and related services; and

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the state of Florida and all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which incorporation's may be incorporated under Chapter 607, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue 500 (Five hundred) shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPLE OFFICE

This corporation shall have its principle office in the city of Port Charlotte, county of Charlotte, State of Florida, at 18178 Petuskey Circle, Port Charlotte, Florida. The mailing address for the corporation is P.O. Box 122, Arcadia, Florida, 34266.

ARTICLE VI

REGISTERED AGENT OFFICE

The street address of the registered office of this corporation in the state of Florida is 18178 Petuskey Circle, Port Charlotte, Florida. The directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Stephen W. Wolfson whose address is 18178 Petuskey Circle, Port Charlotte, Florida.

ARTICLE VII

DIRECTORS

This corporation shall have 2 (Two) directors, initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders.

Stephen W. Wolfson
P.O. Box 122
Arcadia, FL 34266

Chris Stephens
P.O. Box 122
Arcadia, FL 34266

ARTICLE VIII

INCORPORATORS

The incorporators to these Articles of Incorporation are:

Stephen W. Wolfson
P.O. Box 122
Arcadia, FL 34266

ARTICLE IX

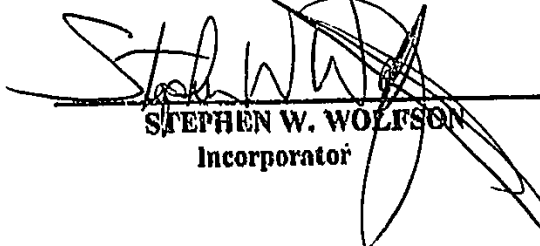
CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

Stephen W. Wolfson, President
P.O. Box 122
Arcadia, FL 34266

Chris Stephens, Vice President
P.O. Box 122
Arcadia, FL 34266

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this day of October 6, 1997



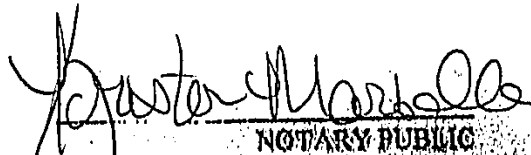
STEPHEN W. WOLFSON
Incorporator (SEAL)

STATE OF Florida

COUNTY OF Lee

BEFORE ME, the undersigned authority, personally appeared Stephen W. Wolfson who acknowledged before me that he/she executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of October, 1997.



NOTARY PUBLIC

My commission expires:

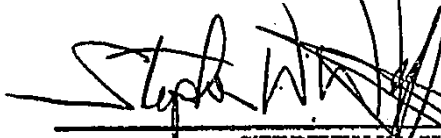


KRISTEN C. MARSELLA
COMMISSION # CC393252
EXPIRES NOV 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

STEPHEN W. WOLFSON having been named as the registered agent in the foregoing Articles of Incorporation of **SHALLOW DRAFT BOAT WORKS, INC.**, to accept serve of process for the corporation at **18178 Petuskey Circle, Port Charlotte, Florida**, hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this 6th day of October, 1997



STEPHEN W. WOLFSON
Registered Agent

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TALLAHASSEE, FLORIDA