4465 Woodmere Street JACKSONVILLE, FLORIDA 32210

TELECOPIER: (904) 389-3023

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January 6, 1998

Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

*****70.00 *****70.00

Incorporation of Sunsports Watercraft, Inc. Re:

Ladies and Gentlemen:

Enclosed for filing and approval are the following:

- Executed original and two (2) executed copies of the Articles of Incorporation for 1. the above-named corporation.
- Executed original and two (2) executed copies of the Certificate Designating Registered Agent and Registered Office for the above-named corporation, pursuant to Sections 48.091 and 617.023, Florida Statutes.
- The check of this law firm in the amount of \$70.00 to cover the costs shown on Exhibit A attached hereto.

If the Department of State finds that the Articles of Incorporation conform to law and that all fees have been paid as prescribed in Chapter 607, Florida Statutes, then please file the Articles of Incorporation in accordance with Chapter 607, Florida Statutes, and return a file-stamped copy of the Articles of Incorporation to me.

If I can be of any assistance in this regard, please do not hesitate to contact me.

Very truly yours

Michael A. Altes

Enclosures

BB,-13-98

ARTICLES OF INCORPORATION

OF

SUNSPORTS WATERCRAFT, INC.

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ARTICLE I - NAME

The name of the corporation is Sunsports Watercraft, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 9123 Hare Avenue, Jacksonville, Florida 32211.

ARTICLE III - SHARES

This Corporation is authorized to issue one hundred (100) shares of common stock, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 9123 Hare Avenue, Jacksonville, Florida 32211, and the name of the initial registered agent at such address is Patti L. Rice.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Charles R. Rice, 2331 Ironwood Drive, Jacksonville, Florida 32216.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this day of January, 1998.
Charles R. Rice
STATE OF FLORIDA COUNTY OF DUVAL
The foregoing instrument was acknowledged before me this day of January, 1998, by Charles R. Rice, who is personally known to me or has produced daives's /:cense (type of identification) as identification.
Print Mame: Michael A. Altes
Notary Public for the State of Florida at Large
My Commission expires: Commission Number:
[Notarial Seal]
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CERTIFICATE DESIGNATING

REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Sunsports Watercraft, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 9123 Hare Avenue, Jacksonville, Florida 32211, has named Patti L. Rice, whose street address is 2331 Ironwood Drive, Jacksonville, Florida 32216, as its agent to accept service of process within Florida.

Charles R. Rice, Incorporator

Date: January 6, 1998.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its positions as registered agent.

Patti L. Rice

Date: January <u>(</u>, 1998.