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AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 1998

ORDER TIME : 10:30 AM

ORDER NO. : 691749-005

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CUSTOMER NO: 81006A

CUSTOMER: Tana Stringfellow, Legal Asst
BAUMER BRADFORD & WALTERS,
P.A.
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: BOATS R US OF NORTHEAST
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 1:17

RECEIVED
98 FEB -3 AM 11:37
DIVISION OF CORPORATIONS
3/3/98

EFFECTIVE DATE

02/02/98

FILED
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DIVISION OF CORPORATIONS
98 FEB -3 PM 1:17

**ARTICLES OF INCORPORATION
OF
BOATS R US OF NORTHEAST FLORIDA, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be **Boats R Us of Northeast Florida, Inc.**

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The initial principal place of business and mailing address of this corporation shall be 8940 San Jose Boulevard, Jacksonville, Florida 32257.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 3.4 Cumulative Voting. Cumulative voting shall not be permitted.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, suite 2200
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, suite 2200
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than three (3).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Claude T. Hessee
2226 Paseo Avenue
Orlando, Florida 32805

Manley J. Hood
2226 Paseo Avenue
Orlando, Florida 32805

Kenneth H. Allen
8940 San Jose Boulevard
Jacksonville, Florida 32257


Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
the 2nd day of February, 1998.



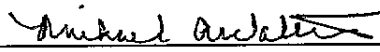
MICHAEL A. WALTERS

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

BOATS R US OF NORTHEAST FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **MICHAEL A. WALTERS** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

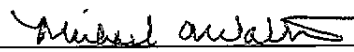
DATED this 2nd day of February, 1998.


MICHAEL A. WALTERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 2nd day of February, 1998.


MICHAEL A. WALTERS