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ACCOUNT NO. : 072100000032

REFERENCE : 725807 113642A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 2, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 725807-005

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
BRUCE R. ABERNETHY, JR., P.A.

Suite 6
900 Virginia Avenue
Ft. Pierce, FL 34982

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 12:13

DOMESTIC FILING

NAME: PATHFINDER BOATS, INC.

EFFECTIVE DATE:

000002445220--3
-03/03/98--01041--003
****122.50 ****122.50

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: Jeanine Glisar

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 MAR -3 AM 10:41

RECEIVED

**ARTICLES OF INCORPORATION
OF
PATHFINDER BOATS, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the corporation is PATHFINDER BOATS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue Five Thousand (5,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 2721 Whippoorwil Lane, Vero Beach, FL 32960, and the name of the initial registered agent of this corporation is D. SCOTT DEAL. The principal office and mailing address of the Corporation is 2721 Whippoorwil Lane, Vero Beach, FL 32960.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

D. Scott Deal

2721 Whippoorwil Lane
Vero Beach, FL 32960

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

D. Scott Deal

2721 Whippoorwil Lane
Vero Beach, FL 32960

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

D. Scott Deal

President/Secretary

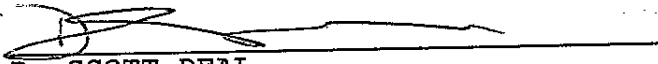
ARTICLE IX - AMENDMENT

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

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of Feb., 1998.


D. SCOTT DEAL

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared D. SCOTT DEAL, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of Feb., 1998.

Teresa F. O'Neal

NOTARY PUBLIC, STATE OF FLORIDA - AT
LARGE.



TERESA F. O'NEAL
COMMISSION # CC 476134
EXPIRES AUG 9, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

PRINTED NAME OF NOTARY

NOTARY SEAL/STAMP:

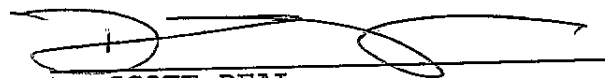
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, PATHFINDER BOATS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named D. SCOTT DEAL, whose address is 2721 Whippoorwil Lane, Vero Beach, FL 32960 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 2/23/98


D. SCOTT DEAL

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