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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 9:21

April 29, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


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Please find the enclosed Application for Incorporation. Please process this application as quickly as possible and return to the address below via Federal Express. A check is enclosed to cover the Federal Express charges. It is imperative that I receive this paperwork back as soon as possible.

Please return to: John F. Soave, Inc.
Attn: Michele Bundy
2043 Trade Center Way
Naples, FL 34109
(941) 591-1116 ext.213

Thank you for you cooperation.

Sincerely,


Kirk Bundy
Owner, Naples Boats

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D. BROWN MAY - 4 1998

Articles Of Incorporation
Of
Naples Boats, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article Of Incorporation.

ARTICLE I

The name of this corporation shall be: Naples Boats, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 854 Riverpoint Drive, Naples, FL 34102.

ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

The name and address of the initial Registered Agent is:
Kirk Bundy, 854 Riverpoint Drive, Naples FL 34102.

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ARTICLE VI

This corporation shall have two Directors constituting the initial Board Of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The names and addresses of the initial Board Of Directors of this corporation are: Kirk Bundy and Robert Anderson, 854 Riverpoint Drive, Naples, FL 34102.

ARTICLE VII

The name and street address of the Incorporator to these Articles Of Incorporation is: Kirk Bundy, 854 Riverpoint Drive, Naples FL 34102.

The undersigned has executed these Articles Of Incorporation this first day of April 1998.

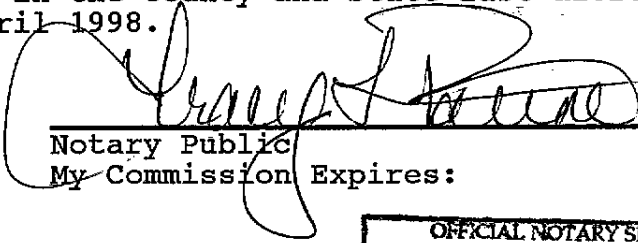

Kirk Bundy, Incorporator

F.L.C. B530-02691680

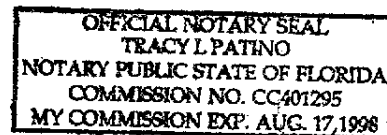
State Of Florida
County Of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Kirk Bundy, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of April 1998.


Notary Public
My Commission Expires:

4/29/98



Certificate Of Designation
Registered Agent/Registered Office

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State Of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State Of Florida.

1. The name of the Corporation is: Naples Boats, Inc.
2. The name and address of the Registered Agent and Office is:
Kirk Bundy, 854 Riverpoint Drive, Naples, FL 34102.



Kirk Bundy, Registered Agent

04/01/98

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 hereby 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.



Kirk Bundy, Registered Agent

04/01/98