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May 12, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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\*\*\*122.50 \*\*\*122.50

Re: Ray's Boat & Resale, Inc.

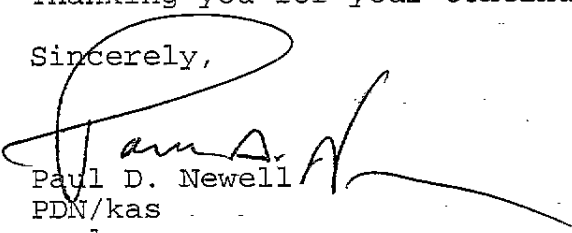
Gentlemen:

Enclosed please find the Articles of Incorporation of Ray's Boat & Resale, Inc. Please file said Articles and assign a Charter Number accordingly.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

  
Paul D. Newell  
PDN/kas  
encl.  
File #11105

FILED  
98 MAY 14 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TS  
5/18

ARTICLES OF INCORPORATION  
OF  
RAY'S BOAT & RESALE, INC.

FILED  
98 MAY 14 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: RAY'S BOAT & RESALE,  
INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5000 par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Raymond O. Parks  
220 S.E. State Road 100  
Keystone Heights, Florida 32656.

Joanne Parks  
220 S.E. State Road 100  
Keystone Heights, Florida 32656.

ARTICLE VI. 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.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building  
101 Lawrence Boulevard  
Keystone Heights, Florida 32656.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

ARTICLE VIII. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporators are: Raymond O. Parks and Joanne Parks, 220 S.E. State Road 100, Keystone Heights, Florida 32656.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Raymond O. Parks  
Raymond O. Parks - Incorporator

Joanne Parks  
Joanne Parks - Incorporator

ACCEPTANCE

I hereby accept my designation as resident agent and agree to serve as the resident agent of RAY'S BOAT & RESALE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Paul D. Newell  
Paul D. Newell - Registered Agent

STATE OF FLORIDA  
COUNTY OF CLAY

On May 8<sup>th</sup>, 1997, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent; and Raymond O. Parks and Joanne Parks, the corporation's incorporators, all of whom are personally known to me, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of RAY'S BOAT & RESALE, INC. for the purposes therein expressed.

Gail S. Reck

GAIL S. RECK  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMM. EXPIRES SEPTEMBER 22, 1998  
COMM. NO. CC 400541

Articles of Incorporation of Ray's Boat & Resale, Inc.