

PATTERSON & SWEENEY
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

COURTHOUSE TOWER • SUITE 2430
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-6808

JOHN H. PATTERSON, P.A.
JAMES H. SWEENEY, III, P.A.
JOHN H. PATTERSON, JR., P.A.

AREA CODE 305
TELEPHONE 350-9000
TELECOPIER 372-3940

OF COUNSEL
MARK V. SILVERIO
CYNTHIA BYRNE HALL

May 18, 1998

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

300002533079-- 7
-05/22/98--01041--003
*****70.00 *****70.00

Re: T.A.P. CORPORATION

EXPENSE DATE
5-22-98

Dear Madam or Sir:

Enclosed is the *original* and a photocopy of executed Articles of Incorporation of T.A.P. CORPORATION. Please file the articles of Incorporation at your earliest convenience.

Also Enclosed is our *original* check number 2427 of even date, made payable to the Division of Corporations in the amount of \$70.00, for the filing fee of \$35.00, and for the registered agent's fee of \$35.00. With kind regards, I remain,

Very truly yours,

PATTERSON & SWEENEY

John H. Patterson, Jr., P.A.

PAT/jc
enclosures

FILED
98 JUN -1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4

Don
5/22/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

PATTERSON & SWEENEY
COURTHOUSE TOWER - SUITE 2450
44 WEST FLAGLER STREET
MIAMI, FL 33130-6808

SUBJECT: T.A.P. CORPORATION
Ref. Number: W98000012008

*filed out
5/27*

We have received your document for T.A.P. CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 198A00029589

PATTERSON & SWEENEY

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

COURTHOUSE TOWER • SUITE 2450
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-6808

JOHN H. PATTERSON, P.A.
JAMES H. SWEENEY, III, P.A.
JOHN H. PATTERSON, JR., P.A.

OF COUNSEL
MARK V. SILVERIO
CYNTHIA BYRNE HALL

June 1, 1998

98
FILED
JUN 1 PH 2:30
CLERK OF STATE
TALLAHASSEE FLORIDA

Dana Calloway, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Re: T.A.P. BOAT CORPORATION

EFFECTIVE DATE
5-22-98

Dear Ms. Calloway:

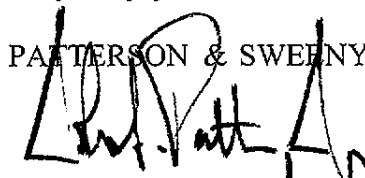
Pursuant to my telephone conversation this morning with your Supervisor, Bobby Cox, enclosed is the *revised* (and one photocopy) of the original and executed Articles of Incorporation of T.A.P. BOAT CORPORATION. Ms. Cox assured me that the enclosed *revised* Articles of Incorporation would be filed effective as of May 22, 1998.

Ms. Cox also assured me that you are holding our *original* check number 2427, dated May 18, 1998, made payable to the Division of Corporations in the amount of \$70.00, for the filing fee of \$35.00, and for the registered agent's fee of \$35.00.

Kindly inform Ms. Cox that, in a telephone conversation at 10:45 a.m. on May 12, 1998, I was advised by the Division of Corporations that "T.A.P. CORPORATION" was available, given the fact that a prior corporation with the same or similar name had been dissolved in 1994. That person specifically mentioned an active corporation in Cape Coral, Florida, but assured me that putting periods between the initials, and adding "CORPORATION" would suffice. Unfortunately, my notes do not reflect the name of the person with whom I spoke on May 12th. With kind regards, I remain,

Very truly yours,

PATTERSON & SWEENEY



John H. Patterson, Jr., P.A.

PAT/jc
enclosures
[PAT\1224-001\LTR.102]

ARTICLES OF INCORPORATION

OF

T.A.P. BOAT CORPORATION

FILED
98 JUN -1 PH 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I--NAME

The name of the corporation is **T.A.P. BOAT CORPORATION** (hereinafter, "Corporation").

ARTICLE II--DURATION

EXPIRATION DATE
5-22-98

The existence of the corporation shall commence on the date that these Articles of Incorporation are filed with the Florida Department of State, and shall continue in perpetuity thereafter.

ARTICLE III--PURPOSE

The Corporation is organized for the purpose of purchasing, owning, leasing, maintaining, storing, operating, selling, or otherwise disposing of boat(s), vessel(s), and water craft(s).

ARTICLE III--OFFICE

The street address of the initial principal office of the Corporation is Suite 2450, Courthouse Tower, 44 West Flagler Street, Miami, Florida, 33130-6808.

ARTICLE IV--CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is Three (3), all of which shall be Common Shares, *without certificates*, of \$0.01 par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The Common Shares shall be issued to Art Ballard, Todd Lary, and John H. Patterson, Jr., respectively.

ARTICLE V--PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which that shareholder already owns, shall have the right to purchase a *pro rata* share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES OF INCORPORATION OF T.A.P. CORPORATION

Page 2 of 3

ARTICLE VI--REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office is Suite 2450, Courthouse Tower, 44 West Flagler Street, Miami, Florida, 33130-6808. The initial registered agent for the Corporation at that address is John H. Patterson, Jr., P.A.

ARTICLE VII--INITIAL DIRECTORS

The initial board of directors shall consist of three members. The name and address of the persons who will serve as the initial directors are:

| Name | Address |
|------------------|---|
| Kathleen Ballard | 22150 S.W. 154th Avenue Miami, Florida 33170 |
| Diane Lary | 14870 S.W. 238th Street Homestead, Florida 33032 |
| Jan Patterson | 8340 S.W. 164th Street Miami, Florida 33157 |

ARTICLE VIII--INITIAL OFFICERS

The initial officers of the Corporation shall consist of the President, Kathleen Ballard, the Treasurer, Diane Lary, and the Secretary, Jan Patterson.

ARTICLE IX--INITIAL INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

| Name | Address |
|------------------------------|---|
| John H. Patterson, Jr., P.A. | Suite 2450, Courthouse Tower 44 West Flagler Street Miami, Florida 33130-6808 |

ARTICLE X--POWERS

The Corporation shall have all of the corporate powers granted by and enumerated in the

ARTICLES OF INCORPORATION OF T.A.P. CORPORATION
Page 3 of 3

Florida Business Corporation Act, Chapter 607, Florida Statutes (1997), as amended.

ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of May, 1998.

INITIAL INCORPORATOR

By: [Signature]
John H. Patterson, Jr., as Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **T.A.P. BOAT CORPORATION** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section F.S. 607.0501(3), Florida Statutes.

JOHN H. PATTERSON, JR., P.A.

By: [Signature]
John H. Patterson, Jr., Registered Agent

Date: May 15th, 1998

FILED
98 JUN -1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA