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Thomas H. Thorelli
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June 25, 1998

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

000002575400-3
-06/29/98-01137-010
****122.50 ****122.50

Re: Articles of Incorporation of Platinum Power Boats, Inc.

Dear Sir or Madam:


Enclosed please find the following:

1. One (1) original of the Articles of Incorporation for Platinum Power Boats, Inc. and one (1) copy;
2. A check in the amount of \$122.50 which includes \$70.00 for the filing fees and \$52.50 for the cost of a Certified Copy of the Articles of Incorporation.

Please forward the documents to this office.

If you have any questions concerning the above, please do not hesitate to contact me.

Sincerely,



Thomas H. Thorelli

THT:ld
Platinum Power
Enclosure

Thomas H. Thorelli GAVE
AUTHORIZATION BY PHONE TO
CORRECT Printing Address
DATE 7/1/98
DOC. EXAM Doris Brown

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 8:42

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ARTICLES OF INCORPORATION

OF

PLATINUM POWER BOATS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 JUN 29 AM 8:42

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is Platinum Power Boats, Inc.. One Boca Place, 2255 Glades Road, Suite 324-A
Boca Raton, Florida 33431 .

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To design, engineer, manufacture and sell distinctive and innovative power boats.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which are without par value and are of the same class and are to be Common shares.

FIFTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SIXTH: The address of the initial registered office of the corporation in the State of Florida, is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, City of Tallahassee 32301, County of Leon; and the name of the initial registered agent of the corporation at such address is The

Prentice-Hall Corporation System, Inc.

SEVENTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1); and the name and the complete address, including street and number or building or floor, of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andreas Oliver Trost	One Boca Place, 2255 Glades Road Suite 324A Boca Raton, FL 33431

EIGHTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas H. Thorelli	233 South Wacker Drive Suite 7100 Chicago, IL 60606

NINTH: 1. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 23, 1998.


Thomas H. Thorelli,
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Platinum Powerboats, Inc.

2. The name and address of the registered agent and office is:

Corporation Service Company
(NAME)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32301

(CITY/STATE/ZIP)

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.

Deborah B. Skipper

(SIGNATURE)

Deborah B. Skipper, its agent

7/1/98

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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