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November 25, 1998

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*****122.50 *****78.75

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


EFFECTIVE DATE
11.23.98

Dear Sirs:

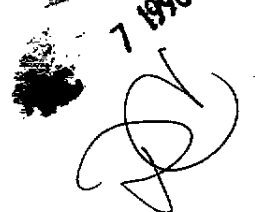
Please find enclosed for filing the original and one copy of the Articles of Incorporation of CIRCLE T BOATWORKS, INC. Also enclosed is our check in the amount of \$122.50 to cover the necessary filing fees. WE ARE REQUESTING NOVEMBER 23, 1998 AS THE EFFECTIVE DATE OF INCORPORATION.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,


Shirley Pucillo
Secretary to Timothy L. Whalen
Enclosures

FILED
98 DEC -1 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FILED

98 DEC -1 AM 11:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CIRCLE T BOATWORKS, INC.

EFFECTIVE DATE
11-23-98

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

CIRCLE T. BOATWORKS, INC.

The principal place of business of this corporation shall be 1935 NE Ricou Terrace, Jensen Beach, Florida 34957.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1935 NE Ricou Terrace, Jensen Beach, Florida 34957, and the name of the initial registered agent of the corporation at that address is:

Michael J. McHale

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity, commencing November 23, 1998.

ARTICLE VI - DIRECTORS

This corporation shall initially have one Director. The maximum number of Directors of the corporation is seven (7). The name and address of the initial Director is:

Michael J. McHale
1934 NE Ricou Terrace
Jensen Beach, FL 34957

ARTICLE VII - OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or

hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Charles Norris Tilton, Jr.
1935 NE Ricou Terrace
Jensen Beach, FL 34957

ARTICLE VIII - INCORPORATOR

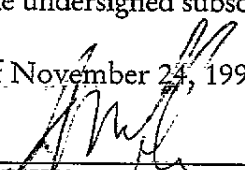
The name and street address of the incorporator to these Articles of Incorporation is:

Michael J. McHale
1935 NE Ricou Terrace
Jensen Beach, FL 34957

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of November 24, 1998.



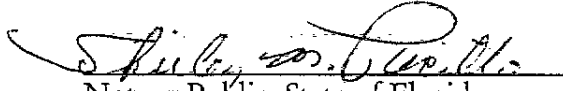
Michael J. McHale, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Michale J. McHale, who is personally known to me or who has produced a driver's license as

identification and who did take an oath, this 27th day of November, 1998.


Notary Public, State of Florida



SHIRLEY M PUCILLO
My Commission CC546650
Expires Apr. 09, 2000

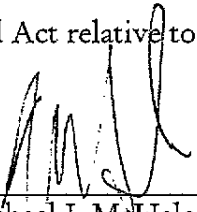
CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, and Chapter 607.034, Florida Statutes, the
following is submitted in compliance with said Act:

That Circle T Boatworks, Inc., desiring to organize under the laws of the
State of Florida, with its registered office as indicated in the Articles of Incorporation at the
City of West Palm Beach, Florida, hereby appoints Michael J. McHale, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process 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 said Act relative to keeping open said office.



Michael J. McHale
Registered Agent

DATED: 11/24/98

FILED
98 DEC -1 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA