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TRANSMITTAL LETTER

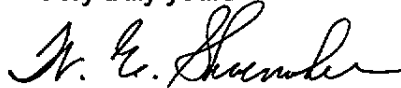
January 22, 1999

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

SUBJECT: WHITNEY BOAT CO., INC.

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation, a designation of registered agent, and a check in the amount of \$70. Please return one copy of the Articles stamped with the filing date

Very truly yours



William E. Shoemaker

FROM: William E. Shoemaker
2400 East Las Olas Blvd., Suite 101
Fort Lauderdale, Florida 33301
(954) 764-6558

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -3 PM 12:12

FILED

**ARTICLES OF INCORPORATION
OF
WHITNEY BOAT CO., INC.**

FILED
99 FEB -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1: NAME

The name of the corporation shall be WHITNEY BOAT CO., INC.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be 2400 E. Las Olas Blvd., Suite 101, Fort Lauderdale, Florida 33301.

ARTICLE 3: CAPITAL STOCK

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Million (1,000,000).

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Russell A. Whitney, whose registered office is 2400 E. Las Olas Blvd., Suite 101, Fort Lauderdale, Florida 33301.

ARTICLE 5: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Russell A. Whitney, 2400 E. Las Olas Blvd., Suite 101, Fort Lauderdale, Florida 33301.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1999.


Russell A. Whitney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Whitney Boat Co., INC.
2. The name and address of the registered agent and office is:

Russell A. Whitney
2400 E. Las Olas Blvd., Suite 101
Fort Lauderdale, Florida 33301

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.

R A Whitney
SIGNATURE OF REGISTERED AGENT

1-25-'99
DATE