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Of Counsel

GREGORY A. FOX

Board Certified in Taxation

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September 17, 1999

FILED
SEP 20 PM 12:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Department of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Bay Area Dredging and Equipment Company
Offshore Power Boat Credit Corp.

Gentlemen:

Enclosed please find the following:

100002991261-4
-09/20/99-01099-011
*****70.00 *****70.00

1. Articles of Incorporation and Registered Agent Certificate of Bay Area Dredging and Equipment Company and Offshore Power Boat Credit Corp.
2. Two checks in the amount of \$70.00 each for the filing fees.

After these documents have been filed, please return the Receipt and stamped copy to my office.

If you should have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,

Gregory A. Fox
GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

D. BROWN SEP 23 1999

ARTICLES OF INCORPORATION

OF

OFFSHORE POWER BOAT CREDIT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Corporation shall be:

OFFSHORE POWER BOAT CREDIT CORP.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

A. To operate any activity or business permitted under the laws of the United States and the State of Florida.

B. To acquire by purchase, lease, or otherwise, lands and interests inlands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

D. To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate indebtedness as required.

F. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

H. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of the Corporation, or calculated to facilitate the same, including purchase of its own shares.

I. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

J. To engage in any and all lawful businesses, trades occupations and professions.

K. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding in any time is Seven Thousand

(7,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

28050 U.S. 19 North, Suite 100
Pinellas County
Clearwater, Florida 33761

and the name of the initial registered and resident agent of this Corporation at that address is GREGORY A. FOX.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be:

331 9th Avenue North
Pinellas County
Safety Harbor, FL 34695

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Robert H. Smith
840 59th Avenue
St. Pete Beach, FL 33706

James L. Smith
731 Ruskin Road
Clearwater, FL 33765

ARTICLE IX - SUBSCRIBERS

The name and street address of the subscriber of these

Articles of Incorporation are as follows:

Margaret A. Smith
731 Ruskin Road
Clearwater, FL 33765

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 17th day of September, 1999.

INCORPORATOR


MARGARET A. SMITH

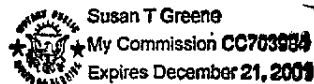
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared MARGARET A. SMITH, who has produced a Florida Driver's License as identification or is personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 17th day of September, 1999.


Notary Public, State of Florida

My commission expires:



REGISTERED AND RESIDENT AGENT CERTIFICATE

OF

OFFSHORE POWER BOAT CREDIT CORP.

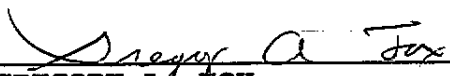
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99 SEP 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.0501 and 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named Corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation and shown below has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.


GREGORY A. FOX
Registered and Resident Agent
Date: 9/17/99

Registered and Resident Agent's Information:

Street Address	28050 U.S. 19 North, Suite 100
County	Pinellas
City/State	Clearwater, Florida 33761
Mailing Address:	28050 U.S. 19 North, Suite 100
	Clearwater, Florida 33761