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BROOKS B. GRACIE, III (MD)  
JULIE ANN GARBER (MD, PA)  
MINDY G. SUCHINSKY (MD, NY, IL)

WRITER'S DIRECT NUMBER IS

November 11, 1999

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

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-11/12/99-01105-006

\*\*\*\*112.50 \*\*\*\*78.75

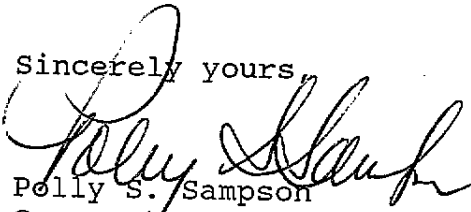
Re: Osborn Boats, Inc.  
Our File No. 16577

Gentlemen/Ladies:

I enclose the original and one copy of the Articles of Incorporation for the above corporation, along with our check in the amount of \$122.50. Please return the receipted copy to my attention.

Thank you.

Sincerely yours,

  
Polly S. Sampson  
Corporate Paralegal

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

PSS  
Enclosures

T. Burch NOV 16 1999

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ARTICLES OF INCORPORATION

99 NOV 12 PM 12:17

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OSBORN BOATS, INC.

The undersigned, acting as incorporator of Osborn Boats, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: Osborn Boats, Inc.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 2 Thurmont Street, Key Largo, Florida 33037, and the name of the Corporation's initial registered agent at that address is Jeffrey S. Osborn.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to

time, as provided in the Bylaws. The initial director of the Corporation shall be Jeffrey S. Osborn, who shall serve in such capacity until the first annual meeting of the stockholder, or until his successor is duly elected and qualified.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brooks B. Gracie III	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

#### ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1999.



Brooks B. Gracie III, Incorporator

STATE OF MARYLAND

COUNTY OF MONTGOMERY

SS:

Before me, the undersigned authority, personally appeared Brooks B. Gracie III, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

**WITNESS** my hand and official seal at Bethesda, Montgomery County, Maryland this 11th day of November, 1999.

Notary Public, State of Maryland

My Commission Expires:

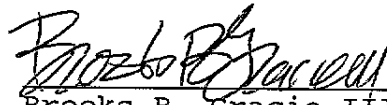
JOE L. LEONE  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires October 1, 2000

\\MASTERS\\ARTICLES\\FL.REG

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That Osborn Boats, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 2 Thurmont Street, Key Largo, Florida 33037, has named Jeffrey S. Osborn, who resides at 2 Thurmont Street, Key Largo, Florida 33037, as its agent to accept service of process within Florida.



Brooks B. Gracie III, Incorporator

Date

11/11/99

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Osborn Boats, Inc. in the foregoing Articles of Incorporation, I, on behalf of Osborn Boats, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

OSBORN BOATS, INC.

  
\_\_\_\_\_  
Jeffrey S. Osborn

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA