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SUPLEE & SHEA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, CPA
Norman J. Shea, III, CPA
Thomas R. Cramer, CPA
Joseph E. Rocklein, III, CPA

December 13, 1999

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

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-12/20/99--01011--013
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and check #1078 for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

TITAN CUSTOM BOATS, INC.

Please return the filed corporate papers to 800 S. Osprey Ave., Sarasota, FL 34236.
Thank you for your cooperation in this matter.

Sincerely,



Joseph E. Rocklein, III, CPA

JER/em
Encl.

FILED
99 DEC 20 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FL 32399

12-22
WC

**ARTICLES OF INCORPORATION
OF
TITAN CUSTOM BOATS, INC.**

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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 under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: TITAN CUSTOM BOATS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, 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 Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 1330 East U.S. 301, Palmetto, FL 34221. The street address of the initial registered office of the corporation shall be 1330 East U.S. 301, Palmetto, FL 34221 and the name of the initial registered agent of the corporation at that address is Nick Dan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:
NICK DAN
1330 EAST U.S. 301
PALMETTO, FL 34221

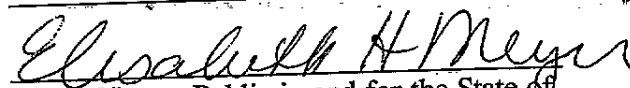
IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal
on the 13 day of DECEMBER 1999.



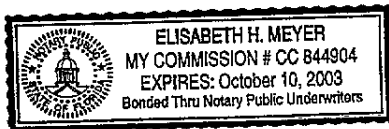
Nick Dan

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
13 Day of DECEMBER 1999, by NICK DAN, who
is personally known to me or has produced FL DRIVERS LICENSE as
identification.



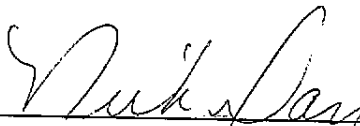
I am a Notary Public in and for the State of
Florida and my commission expires



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

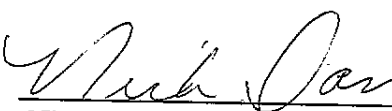
The following is submitted in compliance with chapter 48.091
Florida Statutes.

Titan Custom Boats, Inc., a corporation organized under the laws of the State of
Florida, with its principal office at 1330 East U.S. 301, Palmetto, FL 34221, has named
Nick Dan, located at 1330 East U.S. 301, Palmetto, FL 34221, as its registered agent at
said initial registered office, to accept service of process within this State.



Nick Dan, Subscriber

Having been named to accept service of process for the above corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



Nick Dan, Registered Agent

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TALLAHASSEE, FL 32399