

F0408-1674

FROST & JACOBS

CHARLES G. PUCHTA
HENRY W. HOBSON, JR.
DENNIS J. BARRON
JERRY L. COWAN
EARL R. HUFFMAN
JOSEPH J. CONNAUGHTON
J. LELAND BREWSTER II
JAMES S. WACHS
DANIEL P. DOOLEY
JOHN K. ROSE
RONALD E. HEINLEN
DONALD McG. ROSE
JAMES R. ADAMS
WILLIAM D. BASKETT III
JOHN S. STITH
PIERCE E. CUNNINGHAM
D. MICHAEL ROAST
EDMUND J. ADAMS
ALBERT E. HEEKIN III
LAWRENCE H. KYTE, JR.
T. STEPHEN PHILLIPS
THOMAS P. MEHNERT
JAMES K. L. LAWRENCE
ROBERT A. DINLING
DAVID E. NELSON

VERENA SMITH
GERALD L. BALDWIN
GARY L. HERFEL
JOHN G. PARNELL
RICHARD J. ERICSON
FREDERICK J. MCGAVRAN
WILLIAM M. CORDES
NEIL GANULIN
JOHN M. APPEL
MICHAEL F. HAVERKAMP
DOUGLAS L. WESTENDORF
W. JOSEPH DEMNER, JR.
SAMUEL McW. SCODDING
SUSAN GREGAN FALLER
JEFFERY R. RUSH
TODD H. BAILEY
LARRY H. McMILLIN
MARK H. LONGENECKER, JR.
RUTH R. LONGENECKER
GEORGE E. TUND
PAUL A. OSE
STEVEN J. ELCESSOR
DAVID C. HORN
WILLIAM M. HAWKINS
MYRON L. DALE

2500 CENTRAL TRUST CENTER
201 EAST FIFTH STREET
CINCINNATI, OHIO 45202
TELEPHONE (513) 651-6800
CABLE ADDRESS "FROSTJAC"
TELEX 21-4396 F&J CIN
TELECOPIER (513) 651-6855

400 FIRST NATIONAL BANK BLDG.
MIDDLETOWN, OHIO 43042
TELEPHONE (513) 422-2001

1300 THIRD STREET SOUTH
NAPLES, FLORIDA 33940
TELEPHONE (813) 261-0582

ELIZABETH K. LANIER
E. RICHARD OBERSCHMIDT
MARTIN E. MOONEY
DAVID C. OLSON
JAMES P. KAREN
KATHLEEN WELBY CARR
JAMES J. GREGAN
WALTER E. MAGCARTY
JOHN J. FINNIGAN
STEPHEN D. LOWRY
FRANKLIN A. BERRYMAN
FRANCES COLE
DAVID T. CROALL
TIMOTHY D. CARMANAN
MICHAEL L. CIOFFI
DAVID J. MENKE
GARY A. GARFIELD
JEFFREY A. LIPPS
RICHARD H. DOOSHORN
VITO C. PERAINO
STEPHEN C. SCHATTENMAN
DOUGLAS E. HART
RICHARD M. GOEHLER
MICHAEL D. FLOREZ
RANDOLPH H. FREKING

BETH A. MYERS
ANTHONY W. HOBSON
DEBORAH S. ADAMS
PATENT, TRADEMARK AND
COPYRIGHT ATTORNEYS
ALBERT E. STRASSER
STANLEY H. FOSTER
JOSEPH V. HOFFMAN
GIBSON R. YUNGBLUT
JOHN D. HAYES
JAMES H. HAYES
DAVID E. SCHMIT
RICHARD S. RACINE
SENIOR PARTNERS
R. O. KLAUSMEYER
ALAN W. VOGELER
COUNSEL
H. J. SIEBENTHALER
LAWRENCE H. KYTE
WILLIAM R. SEAMAN
JOHN W. MELVILLE
JAMES G. HADLEY
CHARLES A. ATWOOD
BRUCE F. LOWE

MIDDLETOWN OFFICE
BARRY J. LEVEY
THOMAS A. SWOPE
DONALD L. CRAIN
COUNSEL
ELLIOTT D. LEVEY
WILLIAM R. BAILEY

NAPLES OFFICE
** CARL E. WESTMAN
** JOHN M. PASSIDOMO

* ADMITTED IN NEW YORK ONLY
** ADMITTED IN FLORIDA ONLY

PLEASE REPLY TO MIDDLETOWN

March 8, 1984

CORRESPONDENCE

Office of the Secretary of State
Corporate Division
Fourteenth Floor
State Office Tower
Columbus, OH - 43215

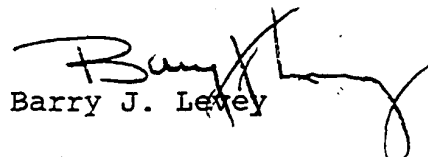
Re: Doug Marine Motors, Inc.

Gentlemen:

Please find enclosed for filing with your office Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of Seventy-five Dollars (\$75.00) for filing costs of this corporation.

Yours very truly,

FROST & JACOBS


Barry J. Levey

BJL:gam

Enclosures



State of Ohio
Department of State

F0408-1668

Sherrod Brown
Secretary of State

Date 3/09/84

Number 629676

Receipt No. 50176

F408-1668 0161

Received of
or filed by FROST & JACOBS

The sum of \$ 75.00 for filing ARF of

DOUG MARINE MOTORS, INC.

Returned to:

50176

FROST & JACOBS
ATT: B.J. LEVEY
201 E. FIFTH ST.
CINCINNATI, OH 45202

RECEIPT

ARF \$ 75.00

Name:

DOUG MARINE MOTORS, INC.

Total Fee: \$ 75.00

F0408-1669



Department of State

The State of Ohio**Sherrod Brown**

Secretary of State

629676

 Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

of:

DOUG MARINE MOTORS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F408 at Frame 1670 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State. at the
City of Columbus, Ohio. this 8TH day of MARCH,

A.D. 19 84.**Sherrod Brown**

Secretary of State

F040E-1670

KE-2 MAR 8

APPROVED

By MODate 3-8-84Amount 7500

ARTICLES OF INCORPORATION
OF
DOUG MARINE MOTORS, INC.

KV-1 MAR 08

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:-

FIRST: The name of said corporation shall be Doug Marine Motors, Inc.

SECOND: The place in Ohio where its principal office is to be located is Washington Court House, Fayette County.

THIRD: The purpose or purposes for which it is formed are:-

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing all types of new and used automobiles, trucks, recreation vehicles and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles, and doing any and all things necessary or incident thereto.

To buy and sell, manufacture and distribute, lease and otherwise deal in, at wholesale and retail, new and used automobiles, vehicles, trucks, recreation vehicles, tractors, trailers, machinery, implements, equipment, accessories, and parts, and to render services in connection with the same, and doing any and all things necessary or incident thereto.

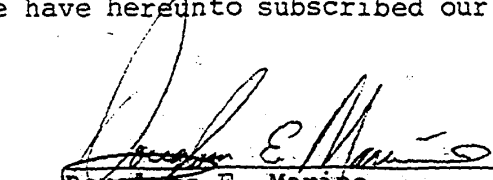
To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the corporation, and doing any and all things necessary or incident thereto.

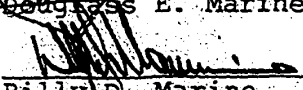
F0408-1671

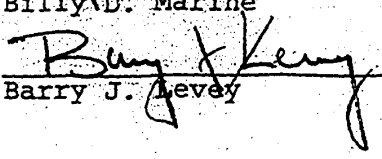
FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is five hundred (500) all of which shall be without par value.

FIFTH: The amount of capital with which the corporation will begin business is five hundred dollars (\$500.00).

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 8th day of March, 1984.


Douglass E. Marine


Billy D. Marine


Barry J. Levey

STATE OF OHIO

SS:

BUTLER COUNTY

Personally appeared before me, the undersigned, a Notary Public in and for said county, this 8th day of March, 1984, the above named Douglass E. Marine, Billy D. Marine and Barry J. Levey, who each severally acknowledged the signing of the foregoing Articles of Incorporation to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.



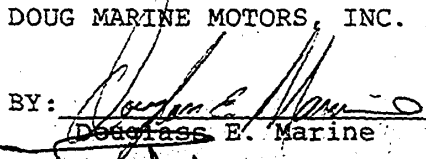
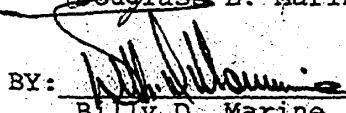
GLORIA A. MILTENBERGER
Notary Public, State of Ohio
My Commission Expires Sept. 24, 1986

F0408-1672

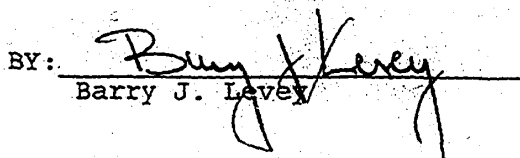
APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, That John R. Meriweather of 615 Park Drive, Washington Court House, Ohio - 43160, a natural person and resident of said county, being the county in which the principal office DOUG MARINE MOTORS, INC. is located, is hereby appointed as the person on whom process, tax notices and demands against DOUG MARINE MOTORS, INC. may be served.

DOUG MARINE MOTORS, INC.

BY: ~~Douglas E. Marine~~BY: 

Billy D. Marine

BY: 

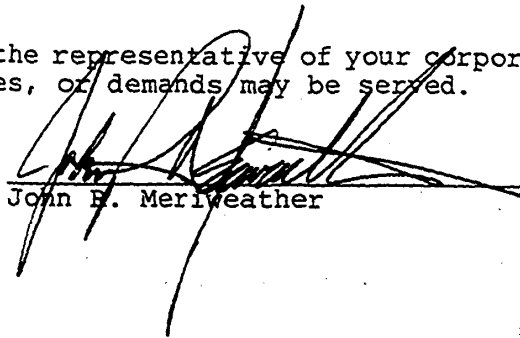
Barry J. Levey

Middletown, Ohio 45042
March 8, 1984

Doug Marine Motors, Inc.
1120 Clinton Avenue
Washington Court House, Ohio 43160

Gentlemen:

I hereby accept the appointment as the representative of your corporation upon whom process, tax notices, or demands may be served.


John R. Meriweather

F6408-1673

STATE OF OHIO

SS:

BUTLER COUNTY

Personally appeared before me, the undersigned, a Notary Public in and for said county, this 8th day of March, 1984, the above named John R. Meriweather, who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

Gloria A. Miltenberger

GLORIA A. MILTENBERGER
Notary Public, State of Ohio
My Commission Expires Sept. 24, 1986