



Department of State.

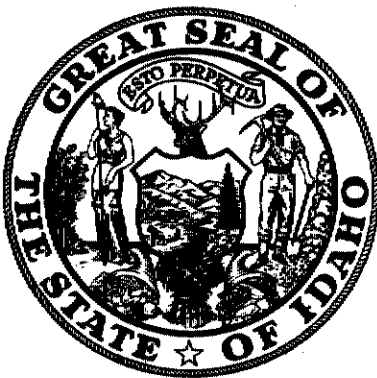
**CERTIFICATE OF INCORPORATION
OF**

JAMES R. MILLER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 27, 1983



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

DEC 27 11 21 AM '88
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
JAMES R. MILLER, INC.

The undersigned natural persons, being more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: JAMES R. MILLER, INC.

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

To engage in the manufacturing and sale of boats, marine equipment and accessories.

To rent, lease, buy, sell or manage any establishment or place of business incidental to the operation of any business enumerated above.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Statutes of Idaho.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: Three hundred (300) shares of common stock with voting rights, having ten dollar (\$10.00) par value per share and said stock shall be nonassessable.

ARTICLE IV

Preemptive Rights. Shareholders shall have preemptive rights in any stock, issued or unissued, giving them the right of first refusal in the transfer of any corporate stock.

ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new

By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The

Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provisions of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be 25 West Commercial Street, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be James C. Pike.

ARTICLE VIII

Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than three (3), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be two (2). The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors. Directors must be stockholders of the Corporation.

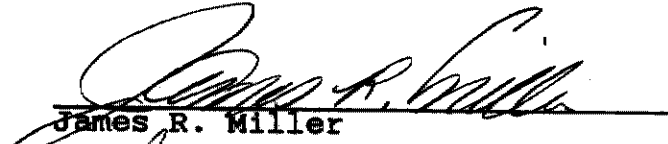
Section 2. Names and Addresses. The names and addresses


of the incorporators and initial directors of the Corporation are as follows:

James R. Miller
7030 Diamond
Boise, Idaho 83709

Sheila G. Miller
7030 Diamond
Boise, Idaho 83709

IN WITNESS WHEREOF, We, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 15 day of June, 1988.


James R. Miller


Sheila G. Miller