

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

82998

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is

FC MARINE DESIGN, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To provide a naval design service including the design of products to be used in the marine environment and the marine industry, and the doing of any and all other business incidental thereto, and the doing and performing of any or all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the purposes herein mentioned, including the building, testing and management of marine products and the development of computer products to be used internally and marketed and sold externally to the marine industry; and for the transaction of any or all other lawful business for which corporations may be incorporated under Chapter 7-1.1 of the General Laws 1956, as amended.

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FEB 9 1995

By W. B. H. H.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 4,000 Common

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

No par value.

or

(b) If more than one class: Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The pre-emptive rights set forth in Rhode Island General Laws, (1956), as amended. Section 7-1.1-24 are defined to the Stockholders.

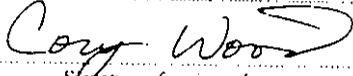
SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(1) is hereby authorized.

(b) No director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that this provision shall not eliminate or limit the liability of a director (i) for breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-4.1 of Rhode Island General Laws; or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH. The address of the initial registered office of the corporation is
17 Burnside Street, Bristol, RI 02809 (add Zip Code)
and the name of its initial registered agent at such address is:

Cory Wood


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Greg Beers - President	535 Walnut St., Ann Arbor, MI 48104
James Criner - Vice President	535 Walnut St., Ann Arbor, MI 48104
Cory Wood - Treasurer	17 Burnside St., Bristol, RI 02809
Andrew Tyska - Secretary	17 Burnside St., Bristol, RI 02809

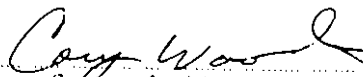
NINTH. The name and address of each incorporator is:

Name	Address
Cory Wood	17 Burnside St., Bristol, RI 02809

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

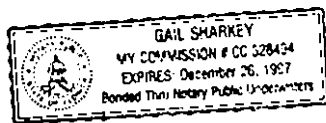
immediately

Dated January 13, 1995


Signature of each incorporator

STATE OF ~~RHODE ISLAND~~ *Florida* } In the City } of *Fort Myers Beach*
COUNTY OF *Lee* } Town }
in said county this *13th* day of *January*, A.D. 19*95*
then personally appeared before me *CRY WOOD*

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



Gail Sharkey
Notary Public

MI DL W300122115906