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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

FIVE FISH BAYWALK, INC.

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B. McKnight FEB 27 2001

ARTICLES OF INCORPORATION
OF

FIVE FISH BAYWALK, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: FIVE FISH BAYWALK, INC.

The mailing address of the Corporation is: 113 2ND AVE. NORTH,
ST. PETERSBURG, FL 33701

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing on the 27TH day of February, 2001.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.

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- (e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manor reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or government, state territory, government district, or municipality or of any instrumentally thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine,
- (i) issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- (k) To conduct its business, carry on its operations, and have officers and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (n) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (o) To transact any lawful business which the board of Directors shall find will be in aid of governmental policy.
- (p) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock options plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees of its subsidiaries.
- (q) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (s) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 7500 shares of NO par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2918 BUSCH LAKE BLVD., TAMPA, FL 33614 and the name of its registered agent at such address is ROBERT F. COHEN.

ARTICLE VII

Initial Board of Directors

This Corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Addresses</u>
<u>DAVID GAUCHMAN</u>	<u>113 2ND AVE. NORTH</u> <u>ST. PETERSBURG, FL 33701</u>
<u>MEL CARDON</u>	<u>113 2ND AVE. NORTH</u> <u>ST. PETERSBURG, FL 33701</u>

ARTICLE VIII

Incorporator

This name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
<u>ROBERT F. COHEN</u>	<u>2918 BUSCH LAKE BLVD.</u> <u>TAMPA, FL 33614</u>

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 27th day of February, 2001.

Robert F. Cohen

State of Florida

County of Hillsborough

The foregoing instrument was acknowledged before me this 27th day of, FEBRUARY 2001, by Robert F. Cohen who is (or are) personally known to me or who has produced _____ as identification and who did (did not) take an oath.



IRMA M. SANABIA
COMMISSION # CC 664475
EXPIRES AUG 7, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Irma M. Sanabia

Notary Signature

IRMA M. SANABIA

Printed Notary Name

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY A REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statues relative to the proper and complete performance of my duties.

Robert F. Cohen

Dated: 2/27/01

State of Florida

County of Hillsborough

The foregoing instrument was acknowledged before me on this 27th day of FEBRUARY, 2001, by Robert F. Cohen, who is (or are) personally known to me or has produced _____ as identification and who did (did not) take an oath.

Irma M. Sanabia

Notary Signature

IRMA M. SANABIA

Printed Notary Name



IRMA M. SANABIA
COMMISSION # CC 664475
EXPIRES AUG 7, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.