



The Law Offices of
**CARLSON
&
MEISSNER**

P9600005 4499

D. Carlson
James W. Dodson
J. Lynn Hart
C. L. Meissner*
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J. Kevin Hayslett
Charles S. Phillips
Michael J. Faehner
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*Board Certified -
Criminal Law

June 24, 1996

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

with original 6/23/96

Re: Florida Salt Water Guides, Inc.

700001876527
-06/26/96--01093--010
***131.25 ***131.25

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25, payable to Department of State, is enclosed which represents the following fees: (607.0122)

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Certificate	8.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

THE LAW OFFICES OF CARLSON & MEISSNER

Paul A. Meissner
Paul A. Meissner, Esquire

PAM/mab
Enclosures

FILED
96 JUN 25 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/26/96
TD

Respond To: 250 Belcher Road North • Suite 102
Clearwater, Florida 34625
813-443-1562
Fax 813-449-0258

7614 Massachusetts Avenue
New Port Richey, Florida 34653
813-847-2737
Fax 813-855-9722

ARTICLES OF INCORPORATION
FLORIDA SALT WATER GUIDES, INC.

EFFECTIVE DATE
6/23/76

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

1. **NAME:**

The name of the corporation is **FLORIDA SALT WATER GUIDES, INC.**

2. **PRINCIPAL OFFICE/MAILING ADDRESS:**

The principal office and mailing address for the corporation is **250 Belcher Road N.; Suite 102, Clearwater, Florida 34625.**

3. **SHARES:**

The number of shares the corporation is authorized to issue is **100 shares.**

4. **PREEMPTIVE RIGHTS:**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. **INITIAL REGISTERED OFFICE AND AGENT:**

The name and street address of the initial registered agent and office of this corporation is:

**Paul Meissner
250 Belcher Road N. Suite 102
Clearwater, Florida 34625**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. **INCORPORATORS:**

The names and addresses of each Incorporator are:

Paul Meissner
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

Jayne R. Meissner
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

Brian C. Crown
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

7. **INITIAL DIRECTORS:**

The initial directors of the corporation are:

Paul Meissner
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

Jayne R. Meissner
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

Brian C. Crown
250 Belcher Road N. Suite 102
Clearwater, Florida 34625

8. **PURPOSE:**

The purpose of this corporation is to conduct all activities reasonably associated with providing recreational or commercial fishing enterprises. This would include, but not be limited to, sale of goods, equipment, boats, motors, vehicles, tackle, clothing and the services associated therewith.

9. **EFFECTIVE DATE:**

The effective date of these Articles of Incorporation is June 23, 1996.

10. **INDEMNIFICATION:**

The corporation may be empowered to indemnify any officer or

director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

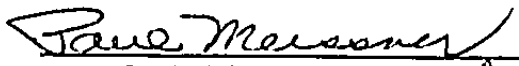

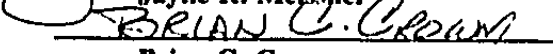
11. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS:

The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the Board of Directors by a vote of 51%.

12. MANAGEMENT:

The day to day management and operation of the corporation, and all corporate powers shall be exercised by the Board of Directors or by such officers as they may from time to time delegate pursuant to the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 24th day of June, 1996.


Paul Meissner

Jayne R. Meissner

Brian C. Crown

Having been named as registered agent for the above stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes, 1995.


Paul Meissner, Registered Agent

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26 JUN 25 PM 2:34
TALLAHASSEE, FLORIDA