

TRANSMITTAL LETTER

P98000105964

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

SUBJECT:

Fred Fish, Inc

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Accuwrite Business Group, Inc.

2955 Hartley Rd., Suite 204
Jacksonville, FL 32257

900002718269--1
-12/21/98--01130--003
*****70.00 *****70.00

City, State & Zip

Daytime Telephone number

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B. BROCK DEC 22 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

FRED FISH, INC.

The undersigned does hereby make, subscribe, acknowledge and files these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation shall be:

Fred Fish, Inc.
3033 Bluejack Court
Orange Park, Florida 32065

ARTICLE 2 - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE 3- CAPITAL STOCK

- 3.1 This Corporation is authorized to issue 500 shares of no par value stock which shall be designated as "Common Stock".
- 3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds, or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

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- 3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 3.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE 4: TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3033 Bluejack Court, Orange Park, FL 32065 the name of the initial registered agent of this corporation at that address is Deborah L. Koehler.

ARTICLE 6: BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

NAME: Deborah L. Koehler
3033 Bluejack Court
Orange Park, FL 32065

NAME: Hugo M. Koehler
3033 Bluejack Court
Orange Park, FL 32065

ARTICLE 7: INCORPORATOR

The name and address of the INCORPORATOR of this Corporation is as follows:
Deborah L. Koehler, 3033 Bluejack Court, Orange Park, FL 32065

ARTICLE 8: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify under the said provisions, from and against any and all the expenses, and liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9: SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

- 9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

10: POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

11: BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

12: AMENDMENT

The Corporation reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Deborah L. Koehler
Deborah L. Koehler INCORPORATOR

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Deborah L. Koehler know to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18 day of December 1998.

Mary Ann Carlson
Notary Public, In and For the State of Florida

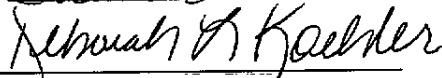
Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

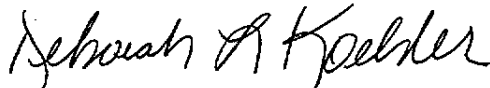
In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Fred Fish, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 3033 Bluejack Court, Orange Park, FL 32065 named Deborah L. Koehler, as its agent to accept service of process within Florida. Dated this 18 day of December, 1998.



Deborah L. Koehler

SECOND, that having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Deborah L. Koehler
Registered Agent

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