

P980000073620

GRAZI & GIANINO

Attorneys at Law
A Partnership of Attorneys
Including Professional Association

August 20, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

217 East Ocean Boulevard
P.O. Drawer 2846
Stuart, Florida 34995-2846

Phone (561) 286-0200
Fax (561) 286-4789

Leif J. Grazi^{1,2}
Peter T. Gianino^{2,3}
Maxine A. Noel
Julie K. Oldehoff

1. Certified in Civil Trial Law by the Florida Bar.
2. Certified by the Florida Supreme Court in Family and Civil Mediation.
3. Certified by the Florida Supreme Court in Arbitration.

RE: SETTING HOOKS, INC.

900002622299--3
-08/21/98-01092-005
****122.50 ****122.50

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of \$122.50, representing payment of the filing fee and the fee for a certified copy of the documents filed with the State. Upon filing, please return the certified copy to this office.

Thank you for your attention to this matter. Should you have any questions or comments, please contact me at your convenience.

Sincerely,



Leif J. Grazi
LJG/kad
Encs.

C:\CORPORAT\file-corp-ltr.wpd

EFFECTIVE DATE
8-20-98

FILED
98 AUG 21 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
8/21/98

**ARTICLES OF INCORPORATION.
OF
SETTING HOOKS, INC.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SETTING HOOKS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon execution of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

WALTER DOREGO
1110 Bayshore Boulevard
Port St. Lucie, FL 34983

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The principal place of business and address is:

1110 Bayshore Boulevard
Port St. Lucie, FL 34983

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

FILED

98 AUG 21 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-20-98

ARTICLE VII. INITIAL DIRECTORS.

The name and addresses of the initial directors of this Corporation and their street addresses are:

WALTER DOREGO

726 Lansdowne Avenue
Port St. Lucie, FL 34983

JAMES MARTY

34 Kirkbrae Drive
Lincoln, RI 02985

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

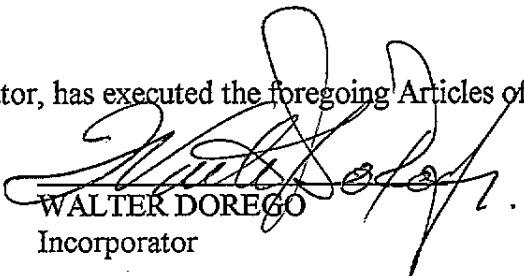
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

WALTER DOREGO
726 Lansdowne Avenue
Port St. Lucie, FL 34983

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

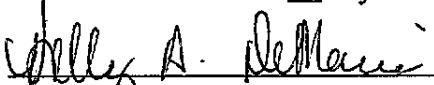
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on August 20 1998.

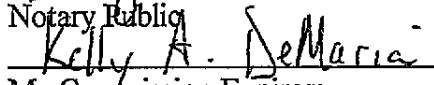

WALTER DOREGO
Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized to administer and take acknowledgments, personally appeared WALTER DOREGO, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: He personally appeared; and that an oath ~~(was)~~ (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of August, 1998.


Notary Public


My Commission Expires:



Kelly A. DeMaria
MY COMMISSION # CG641921 EXPIRES
August 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

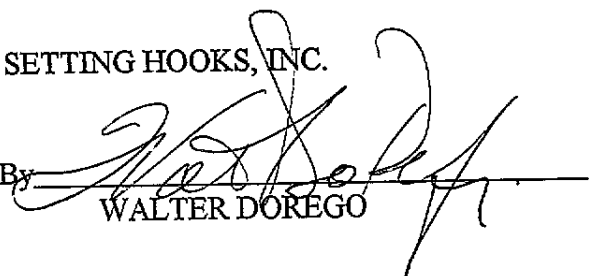
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of Section 607.0601, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

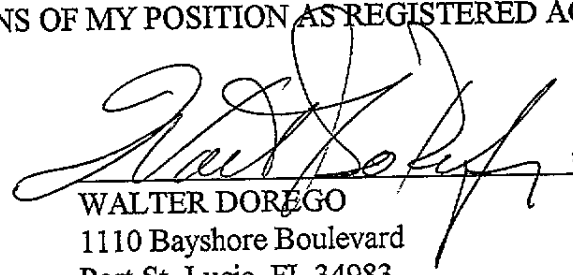
1. The name of the corporation is SETTING HOOKS, INC.
2. The name and address of the registered agent and office is: WALTER DOREGO, 1110 Bayshore Boulevard, Port St. Lucie, FL 34983.

SETTING HOOKS, INC.

By


WALTER DOREGO

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPETENT PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


WALTER DOREGO

1110 Bayshore Boulevard
Port St. Lucie, FL 34983