

FO 00000005047

Attorney At Law

602 Indian River Blvd., Suite 201

TRANSMITTAL LETTER

904-428-1890 904-428-1890 FAX

To: Qualification/Tax Lien Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

SUBJECT: WBC, Inc.

200003341202--2

-08/01/00--01003--011

*****70.00 *****70.00

Dear Sir or Madam:

The Enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W-19440

Sherry Cote-Jarvis, Esq.
602 Indian River Blvd, Suite 201
Edgewater, FL 32141
(904) 428-1890

Should you need to call someone concerning this matter, kindly contact this office.

Sincerely,

Sherry Cote-Jarvis

scj:dyf
Enclosures

FILED
00 SEP -7 PM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
9/8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 7, 2000

SHERRY COTE-JARVIS
602 INDIAN RIVER BLVD., DYE 201
EDGEWATER, FL 32141

SUBJECT: WBC, INC.
Ref. Number: W00000019440

We have received your document for WBC, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00042441

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William Coopersmith, do hereby certify
(Name)

that this Resolution of the Board of Directors of WBC, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Maine

was duly adopted on August 29, 2000

Be it resolved, that WBC, Inc.
(Corporate Name)

organized and existing in the State of Maine, hereby adopts the name

Fisherman's Net, Inc. for use in Florida

Dated: 8-29-00

William B. Coopersmith
Signature of either Chairman, Vice Chairman or any officer
William Coopersmith, President

William B. Coopersmith
Type or print Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a Foreign Corporation to transact business in the State of Florida:

1. Name: WBC, Inc.
2. State where incorporated: Maine 3. FEIN#: 01-0474194
4. Date incorporated: 08/07/1992 5. Duration: Perpetual
6. Date first Transacted business in Florida: July 21, 2000
7. Current Mailing Address: 849 Forest Avenue, Portland, Maine 04103
8. Florida Principal Office: 1515 So. Ridgewood Avenue, Edgewater, FL 32132
9. Purpose of Corporation authorized in home state or to be carried out in Florida:
Wholesale and retail sales of fish, lobster and other marine products
10. FLORIDA REGISTERED AGENT: Jane Hall
3023 Pine Tree Drive
Edgewater, FL 32141
11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

Jane Hall 7/20/00
Jane Hall, Registered Agent Date

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

13. Officers and Directors:

A. DIRECTORS: William Coopersmith
61 Overlook Road
Windham, ME 04062

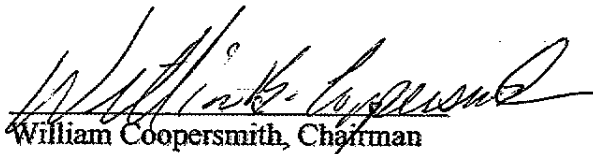
B. OFFICERS: President: William Coopersmith
61 Overlook Road
Windham, ME 04062

Secretary: Jane Hall
3023 Pine Tree Drive
Edgewater, FL 32141

Treasurer: William Coopersmith
61 Overlook Road
Windham, ME 04062

14. Signatures:

Date: 07/20/00


William Coopersmith, Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that WBC, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is August 07, 1992.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, Maine, this twenty-ninth day of August, 2000.



Dan Gwadosky
DAN GWADOSKY
Secretary of State

FILED
SEP-8-2000
7 PM 9:25
SECRETARY OF STATE
TALENT, FLORIDA