

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Aquatic Outfitters, Inc.

PO00000115900

300002508483-5
12/20/00 10:22:00
*****70.00 *****70.00

<input checked="" type="checkbox"/>	Art of Inc. File	<div>01/01/01 FILED 00 DEC 20 AM 10:36 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	<div>00 DEC 20 AM 9:53 RECEIVED TALLAHASSEE, FLORIDA</div>
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

DEC 20 2000

ARTICLES OF INCORPORATION

OF

AQUATIC OUTFITTERS, INC.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is AQUATIC OUTFITTERS,

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 6422 West Highway 98, Panama City Beach, FL, 32407 and the mailing address is #162, 2433 Thomas Drive, Panama City Beach, FL, 32408.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Duration

This corporation shall have perpetual existence and shall commence on January 1, 2001.

Article V - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of voting common stock, with each share having a par value of \$1.00. All stock issued shall be fully paid and non-assessable. Unissued unsubscribed stock may be issued by the corporation from time to time for such consideration in cash, property, or services, as shall be determined and fixed by the Board of Directors at a meeting duly convened and held.

01/01/01

FILED
90 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 6422 West Highway 98, Panama City Beach, FL, 32407 and the name of the initial registered agent of this corporation at that address is JOEL G. PRATHER.

Article VII - Board of Directors

This corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

JOEL G. PRATHER, 6422 West Highway 98, Panama City Beach, FL, 32407.

Article VIII - Preemptive Rights

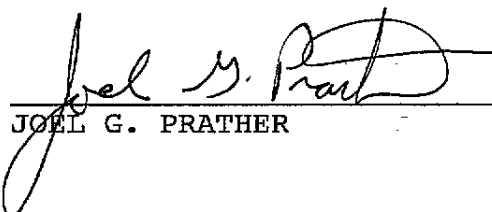
The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

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

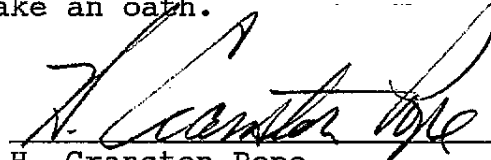
JOEL G. PRATHER, 6422 West Highway 98, Panama City Beach, FL, 32407.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of December, 2000.


_____(Seal)
JOEL G. PRATHER

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
19th day of December, 2000 by JOEL G. PRATHER, who is personally
known to me and who did not take an oath.

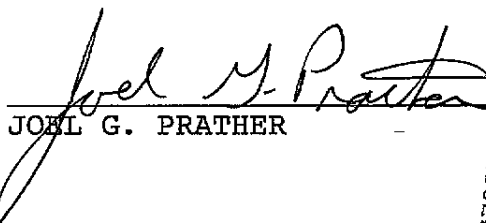


H. Cranston Pope
Notary Public
My commission expires: 2/24/01

H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2001
Commission No. CC 624106

ACCEPTANCE OF REGISTERED AGENT

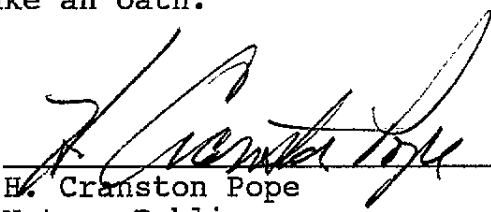
I, JOEL G. PRATHER, having been appointed to act as registered agent for AQUATIC OUTFITTERS, INC., in its registered office located at 6422 West Highway 98, Panama City Beach, FL, 32407, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.


JOEL G. PRATHER

FILED
00 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19th day of December, 2000, by JOEL G. PRATHER who is personally known to me and who did not take an oath.


H. Cranston Pope
Notary Public
My commission expires: 2/2/01

H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2001
Commission No. CC 624106