

PO1000077304

**Melvin P. Ponder**

3994 Lauren Court  
Destin, FL 32541  
(850) 650-5052

FILED  
AUG - 2 AM 10: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 30, 2001

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

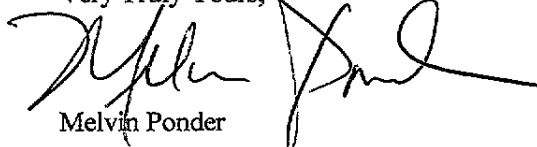
Re: Fishwear, Inc.

300004512573--B  
-08/02/01--01039--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, Registered Agent Designation and a check in the amount of \$70.00 for Filing Fees and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the incorporation certificate to the above address at your earliest convenience. If you are in need of further information, feel free to contact me at the above address or telephone number. Thank you for your assistance.

Very Truly Yours,

  
Melvin Ponder

Enclosures: (3)

Ps 8/2/01

FILED

01 AUG -2 AM 10: 58

**ARTICLES OF INCORPORATION** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**OF**  
**FISHWEAR, INC.**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

Name

The name of the Corporation shall be:

**FISHWEAR, INC.**

For convenience, the Corporation shall be referred to in this instrument as the "Corporation."

**Article II**

Address

The initial principal office and mailing address of the Corporation shall be:

3994 Lauren Court  
Destin, FL 32541

**Article III**

Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**Article IV**  
**Capital Stock**

The Corporation is authorized to issue One Thousand (1000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services.

**Article V**  
**Term of Existence**

The Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

**Article VI**  
**Registered Agent and Initial Registered Office**

The name and address of the initial registered agent and initial registered office shall be:

Melvin P. Ponder  
3994 Lauren Court  
Destin, FL 32541

**Article VII**  
**Management by Shareholders**

The business of the Corporation shall be managed by the Shareholders without a Board of Directors.

**Article VIII**  
**Bylaws**

The Bylaws of the Corporation shall be adopted by the Shareholders and may be altered, amended or rescinded in the manner provided in the Bylaws.

**Article IX**  
**Indemnification**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**Article X**  
Amendments

These Articles of Incorporation may be amended in the manner provided by law.

**Article XI**  
Preemptive Rights

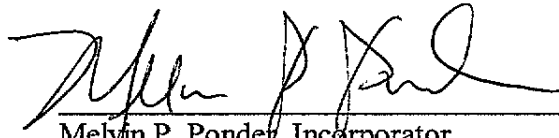
Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article XII**  
Incorporator

The name and address of the incorporator of the Corporation is:

Melvin P. Ponder  
3994 Lauren Court  
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of July, 2001.

  
\_\_\_\_\_  
Melvin P. Ponder, Incorporator

FILED

01 AUG -2 AM 10:58

**ACCEPTANCE BY THE REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Melvin P. Ponder, hereby accept appointment as registered agent for Fishwear, Inc., and acknowledge my acceptance with my signature below on this 30<sup>th</sup> day of July 2001.

  
Melvin P. Ponder, Registered Agent