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**FLORIDA PROFIT CORPORATION OR P.A.****FLOPPING FISH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

FLOPPING FISH, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

- 1.1) Name. The name of the corporation is Flopping Fish, Inc.

ARTICLE 2.

Nature of Business

- 2.1) Nature of Business. 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 3.

Capital Stock

- 3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, having a par value of \$1.00 per share.

- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his/her/its name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by his/her/its for as many persons as there are Directors to be elected and for whose election he/she/it has a right to vote, or to cumulate his/her/its votes by giving one

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candidate as many votes as the number of such Directors multiplied by the number of his/her/its shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

#### ARTICLE 4. Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

#### ARTICLE 5. Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 3925 Brown Avenue, Sarasota, Florida 34231. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida

Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be Philip J. Sypula, Esq., whose business office is at 766 Hudson Avenue, Ste. B., Sarasota, FL 34236.

#### ARTICLE 6.

##### Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of One (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the initial members to the Board of Directors, who shall serve until the first annual meeting of stockholders or until successors shall have been elected and qualified is:

Susan T. Johnson  
3925 Brown Avenue  
Sarasota, Florida 34231

David Stahl  
3925 Brown Avenue  
Sarasota, Florida 34231

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by amendment of the Bylaws. The number of Directors shall never be less than one (1).

#### ARTICLE 7.

##### Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

PHILIP J. SYPULA, P.A.  
Philip J. Sypula, Esq.  
766 Hudson Avenue, Ste. B  
Sarasota, FL 34246

ARTICLE 8.  
Provisions for Regulation of the Internal  
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

ARTICLE 9.  
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10.  
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence for Flopping Fish, Inc. shall begin on the 25 day of Oct, 2001.

Incorporator:

  
\_\_\_\_\_  
PHILIP J. SYPULA, ESQ.

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared PHILIP J. SYPULA, who is

personally known to me.

WITNESS my hand and official seal in the county and state last aforesaid this 25<sup>th</sup> day  
of Oct, 2001.

Gerardine F. Lassiter  
NOTARY PUBLIC  
GERARDINE F. LASSITER

Print Name

My Commission Expires:



Gerardine F. Lassiter  
MY COMMISSION # CC843895 EXPIRES  
July 25, 2003  
BONDED THRU TROY PAUL INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FLOPPING FISH, INC.**

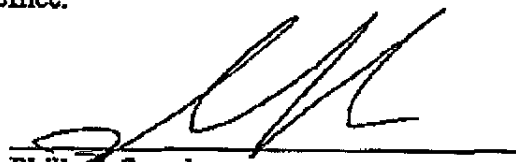
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

First, that Flopping Fish, Inc., desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State  
of Florida, has named Philip J. Sypula, Esq., located at 766 Hudson Avenue, Ste. B, Sarasota,  
Florida 34236, County of Sarasota, State of Florida, its agent to accept service of process within  
this state.

**ACKNOWLEDGMENT:**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
Philip J. Sypula

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