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FILED

GEORGE D. CLARK , JR.
KEY LARGO FISHING GUIDE
ASSOCIATION, INC
ROWELLS MARINA
PO BOX 1661
KEY LARGO, FLORIDA 33037

01 DEC -3 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOVEMBER 9, 2001

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
401 E GAINES STREET
TALLAHASSEE, FLORIDA 32399

RE: KEY LARGO FISHING GUIDE ASSOCIATION, INC

GENTLEMEN;

700004702377--8

-12/03/01--01061--001

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

ENCLOSED HEREIN ARE THE ARTICLES OF INCORPORATION
TOGETHER WITH A COPY OF SAID ARTICLES FOR KEY LARGO FISHING
GUIDE ASSOCIATION, INC AND OUR CHECK IN THE AMOUNT OF \$70.00
AS FOLLOWS:

| | |
|------------------|---------|
| FILING FEE | \$35.00 |
| REGISTERED AGENT | 35.00 |
| | ----- |
| TOTAL | \$70.00 |

RESPECTFULLY SUBMITTED,



GEORGE D. CLARK, JR., INCORPORATOR

C. BLALOCK DEC 6 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Incorporation
-of-
KEY LARGO FISHING GUIDE ASSOCIATION, INC

We the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statues of the State of Florida.

ARTICLE I

The name of this corporation shall be:

KEY LARGO FISHING GUIDE ASSOCIATION, INC

ARTICLE II

The corporation may engage in PROMOTION OF GUIDED FISHING CHARTERS, as well as, any other legal business activity permitted under the laws of the United States and or the state of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED(500) shares of common stock, having a par value of one (\$1.00) dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of no less than FIVE HUNDRED (\$500.00) dollars.

ARTICLE V

The corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be :

ROWELLS MARINA
104450 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037

ARTICLE VII

The number of Directors of this corporation shall be no less than one (1).

ARTICLE VIII

The name and street address of the members of the first Board of Directors of this Corporation are as follows:

| | |
|----------------------|--------------------------|
| GEORGE D. CLARK, JR. | ROWELLS MARINA |
| | 104450 OVERSEAS HIGHWAY |
| | KEY LARGO, FLORIDA 33037 |

ARTICLE IX

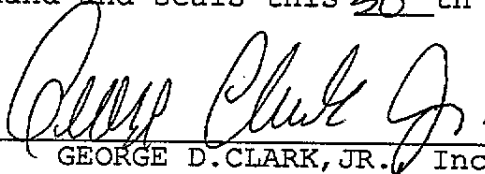
The name and street address of the persons signing these Articles of Incorporation as incorporator is as follows:

| | |
|----------------------|--------------------------|
| GEORGE D. CLARK, JR. | ROWELLS MARINA |
| | 104450 OVERSEAS HIGHWAY |
| | KEY LARGO, FLORIDA 33037 |

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, GEORGE D. CLARK, JR., being a natural person competent to contract, have hereunto set their hand and seals this 30 th day of NOVEMBER 2001.



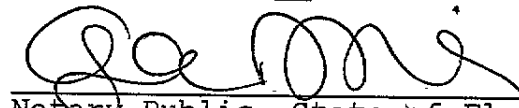
GEORGE D. CLARK, JR. Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared GEORGE D. CLARK, JR., known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 30th day of NOVEMBER, 2001.





Notary Public, State of Florida
My commission expires: July 2, 2005

(Notary Seal)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

First: KEY LARGO FISHING GUIDE ASSOCIATION, INC desiring to organize under the laws of the State of Florida with its principal offices as stated in the Articles of Incorporation, in the City of Key Largo, County of Monroe, state of Florida has named George D. Clark, Jr., located at 104450 Overseas Highway, Key Largo, Florida 33037, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept services 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 provisions of said act relative to keeping open said office



GEORGE D. CLARK, JR., INCORPORATOR