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February 6, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

Subj: Incorporation of HOOKERS BAIT & TACKLE, INC.

Dear Sir:

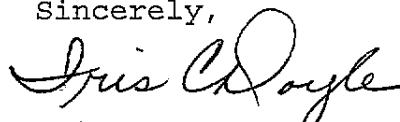
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,


Iris C. Doyle

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
HOOKERS BAIT & TACKLE, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE I. NAME

The name of this corporation is
HOOKERS BAIT & TACKLE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. 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 she already holds, shall have the right to
purchase her pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1591 Manzanita St., Palm Bay, FL, 32907 and the name of the initial registered agent of this corporation at that address is IRIS C. DOYLE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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

IRIS C. DOYLE
1591 Manzanita St.
Palm Bay, FL 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 4350 U.S. Highway 1, Palm Bay, Florida 32905, and the mailing address of the corporation is 1591 Manzanita St., Palm Bay, Florida 32907.

ARTICLE IX. INCORPORATORS

The names and address of the person signing these articles is:

IRIS C. DOYLE
1591 Manzanita St.
Palm Bay, FL 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 6th day of February, 2002.


IRIS C. DOYLE

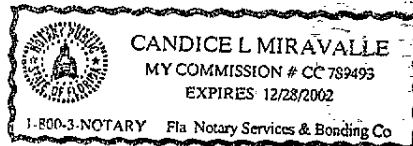
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared IRIS C. DOYLE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of February, 2002.

EOL


Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That HOOKERS BAIT & TACKLE, INC., desiring to organize under Statutes of the State of Florida, with its principal office at 4350 U.S. Highway 1, Palm Bay FL 32905, has named IRIS C. DOYLE, located at 1591 Manzanita St., Palm Bay, Florida 32905, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


IRIS C. DOYLE
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA