

P02000020596

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

FILED
02 FEB 20 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FISH ON BAIT INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:
FISH ON BAIT INC.
2523 AUBURN DRIVE
COCOA, FL 32926

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-02/20/02--01041--001
*****70.00 *****70.00

(321) 504-1168

J. BRYAN FEB 25 2002

ARTICLES OF INCORPORATION

OF

FISH ON BAIT INC.

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ARTICLE I

The name of the Corporation is:

FISH ON BAIT INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact 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. Whereas the Corporation is hereby organized and chartered solely for the purpose of performing the functions and conducting that activities contemplated under the Small Business Investment Act of 1958, as amended, it shall have all the powers and responsibilities conferred or imposed by the Small Business Investment Act of 1958, as amended, and the regulations issued hereunder. To exercise all powers now granted, or which in the future may be granted, by the business Corporation Law to corporations formed thereunder, subject to any limitations imposed by the Business Corporation Law or any other statute of the State of Florida, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

ARTICLE IV

This Corporation is authorized to issue (1000) of one dollar (1.00) par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be: The registered office and the principal are one and the same.

JEFF WOODS
2523 AUBURN DRIVE
COCOA, FL 32926

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have two (2) 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 (1). The name and address of the initial Director of this Corporation is:

JEFF WOODS
2523 AUBURN DRIVE
COCOA, FL 32926

LORIE A. WOODS
2523 AUBURN DRIVE
COCOA, FL 32926

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

JEFF WOODS
2523 AUBURN DRIVE
COCOA, FL 32926

ARTICLE VIII

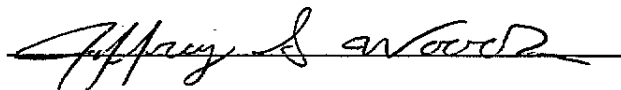
The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to wit:

- A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders.
- B. The Director may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.
- C. No contracts or other transactions between the Corporation and any other corporation, in the absence of fraud, shall be affected or validated by the fact, that any one or more of the Directors of that Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporations, and any Director or Director, individual or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywhere interested, Any Director(s) of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason their being such Officer or Director.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation the 11th day of
February, 2002



JEFF WOODS

INCORPORATOR

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, A Notary Public, authorized to take acknowledgments in
the State and County set forth above, personally appeared

JEFF WOODS known to me to be the person who executed the
foregoing Articles of Incorporation and

JEFF WOODS

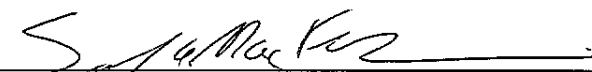
acknowledged before me that

JEFF WOODS executed the same.

SWORN TO AND SUBSCRIBED TO before me this 11th day of February 2002



Sarah A. MacFarlane
Commission # CC 979298
Expires Dec. 22, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

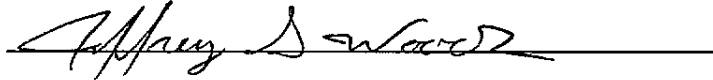

NOTARY PUBLIC

ARTICLE X

This Corporation reserves the right to repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

A handwritten signature in cursive script, appearing to read "Jeff Woods", is written over a horizontal line.

JEFF WOODS

REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA