

**PO2000043804**  
**JOHN W. MADDEN, P.A.**  
Attorney and Counselor at Law

John W. Madden  
Admitted to practice in  
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April 10, 2002

Bureau of Corporate Records  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
02 APR 15 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Mitchell's Bait And Tackle, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Mitchell's Bait And Tackle, Inc., the Acknowledgment of Registered Agent, and our check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75), representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	8.75
<b>TOTAL</b>	<b>\$ 78.75</b>

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-04/15/02--01051--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter to the undersigned using the additional copy enclosed herewith.

Please don't hesitate to call if you have any questions or concerns regarding the formation of this corporation. Thank you.

Sincerely,

*John W. Madden*  
John W. Madden

JWM:ss  
enclosures

*gr 4/22*

April 9, 2002

Mr John W. Madden  
Madden & Grosso, PLC  
789 South Federal Highway  
Suite 310  
Stuart, Florida 34994

FILED  
02 APR 15 AM 10:49  
SECRETARY OF STATE  
FALLAHASSISSE, FLORIDA

Re: Mitchell's Bait and Tackle Inc.

I, Fred M Vanderveer as President of the dissolved Corporation known as Mitchell's Bait and Tackle, Inc. state the said Corporation will not be re-activated and give permission to Carl A. Hoenes to use the above mentioned corporate name.

Sincerely,



Fred M Vanderveer  
President

**ARTICLES OF INCORPORATION**  
**OF**  
**MITCHELL'S BAIT AND TACKLE, INC.**

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02 APR 15 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I**

The name of this corporation shall be Mitchell's Bait And Tackle, Inc.

**ARTICLE II**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III**  
**NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**  
**AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar (\$1.00) per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No Classes of Stock. The shares of the corporation are not to be divided into classes.

F. No Share in Series. The corporation is not authorized to issue shares in series.

#### **ARTICLE V MAILING ADDRESS**

The mailing address of the Corporation is:

825 SW Rustic Circle  
Stuart, Florida 34997

#### **ARTICLE VI REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

John W. Madden, Esq.	789 South Federal Highway
	Suite 310
	Stuart, Florida 34994

#### **ARTICLE VII BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members, who need not be a resident of the State of Florida.

**ARTICLE VIII**  
**NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified, are as follows:

Carl A. Hoenes	825 SW Rustic Circle Stuart, Florida 34997
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Sharon Hoenes	825 SW Rustic Circle Stuart, Florida 34997
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**ARTICLE IX**  
**INCORPORATOR**

The name and address of the initial incorporator is as follows:

Carl A. Hoenes	825 SW Rustic Circle Stuart, Florida 34997
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**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

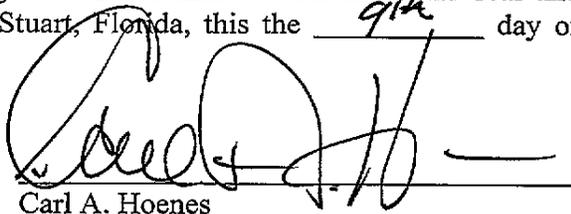
ARTICLE XI  
BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a three-fourths (3/4) majority vote of the Directors of the corporation.

ARTICLE XII  
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this the 9<sup>th</sup> day of April, 2002.

  
Carl A. Hoenes

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

The foregoing instrument was acknowledged before me this the 9<sup>th</sup> day of April, 2002, by CARL A. HOENES who is, [] personally known to me; or, who [] has produced \_\_\_\_\_ (TYPE OF IDENTIFICATION) as identification and who did/did not take an oath. He subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

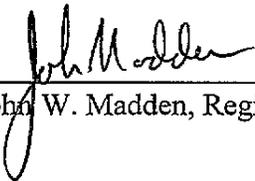


  
NOTARY PUBLIC  
Susan Strauss  
PRINT NAME

FILED  
02 APR 15 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF REGISTERED AGENT**

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

  
\_\_\_\_\_  
John W. Madden, Registered Agent