

PO2000043804

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

John W. Madden
Admitted to practice in
Florida and New York

789 South Federal Highway
Suite 310
Stuart, Florida 34994

Tel: (772) 220-3076
Fax: (772) 220-3767

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
TOTAL	\$ 78.75

300005272193--0
-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

g 4/22

April 9, 2002

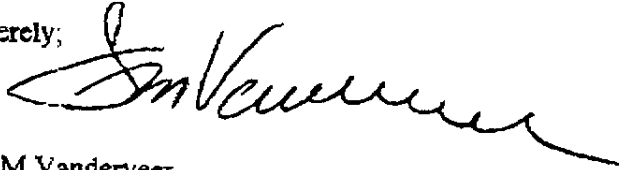
Mr John W. Madden
Madden & Grosso, PLC
789 South Federal Highway
Suite 310
Stuart, Florida 34994

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

FILED
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
Sharon Hoenes	825 SW Rustic Circle Stuart, Florida 34997

ARTICLE IX
INCORPORATOR

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

Carl A. Hoenes	825 SW Rustic Circle Stuart, Florida 34997
----------------	---

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.

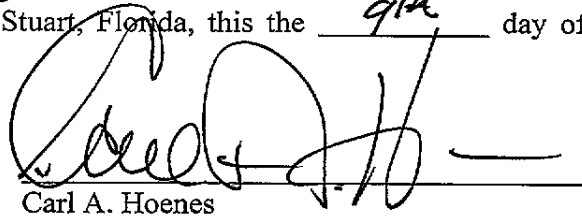
**ARTICLE XI
BYLAWS**

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 9th day of April, 2002.




Carl A. Hoenes

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this the 9th 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.





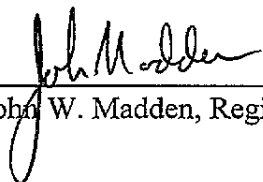
NOTARY PUBLIC
Susan Strauss

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