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

September 2, 2002

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: New Corporation: METZEE, INC.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of Metzee, Inc. and an original and one copy of an executed Certificate Designating the Resident Agent. I have also enclosed our firm's check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$70.00
Certified Copy	8.75
Total	\$ 78.75

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Sincerely,

Vickie S. Ochoa
Paralegal to Michael Gibson, Esquire

/vso
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

METZEE, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is Metzee, Inc.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of owning, operating and maintaining a fishing enterprise, and otherwise serving the convenience of its shareholders, by providing charter fishing services and any other lawful businesses.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - SECTION 1244 STOCK PLAN

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code. The corporation shall offer one hundred of its authorized common shares

at a maximum consideration of \$500.00 per share, for a maximum amount of \$5,000.00. Payment of such stock shall be in the form of cash or property; no stock shall be issued hereunder in exchange for stock, securities, or services.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his prorated share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL ADDRESS AND REGISTERED OFFICE AND AGENT

The principal address of this corporation is 6800 Water Street, Navarre, Florida 32566. The name and address of the registered agent of this corporation is William M. Newell, 6800 Water Street, Navarre, Florida 32566.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2), and the initial Board of Directors to serve until the first Annual Meeting of the Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
William M. Newell PRESIDENT	6800 Water Street Navarre, FL 32566
Marisa A. Newell VICE PRESIDENT	6800 Water Street Navarre, FL 32566

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is William M. Newell, whose address is stated above.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the By-Laws must be approved by a majority of the shareholders.

ARTICLE XI - AMENDMENTS

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this the 5th day of September, 2002.

William M. Newell

William M. Newell

STATE OF FLORIDA
COUNTY OF SANTA ROSA

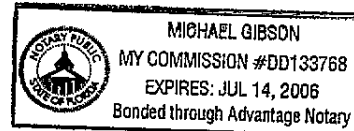
The foregoing instrument was acknowledged before me this 5th day of September, 2002, by William M. Newell, as Incorporator and an Initial Director of Metzee, Inc, a Florida Corporation, on behalf of said corporation. He is personally known to me or has produced _____ as identification and did take an oath.

Michael Gibson

Notary Public: _____

My Commission Expires: _____

Commission No.: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHO PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: Metzee, Inc., desires to organize under the Laws of Florida with its principal office as indicated in the Articles of Incorporation at 6800 Water Street, Navarre, Florida 32566. The name and address of the registered agent of this corporation to accept service of process within the State is William M. Newell, 6800 Water Street, Navarre, Florida 32566.

DATED this 5th day of September, 2002.

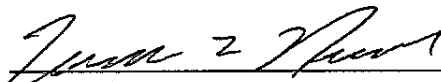
Metzee, Inc.


BY: William M. Newell, President

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ACCEPTANCE

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.


William M. Newell