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Florida Department of State
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Fax Number : (850) 205-0381

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

florida billfish, inc.

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ARTICLES OF INCORPORATION
OF
FLORIDA BILLFISH, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: FLORIDA BILLFISH, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 1200 WEST AVENUE #1526 MIAMI BEACH, FL 33139.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles there shall be only one (1) class of stock of this corporation.

ARTICLE VI

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The name and street address of the initial Registered Agent of this corporation shall be: DANIEL C. KIPNIS 1200 WEST AVENUE #1526
MIAMI BEACH, FL 33139

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT/DIRECTOR

DANIEL C. KIPNIS

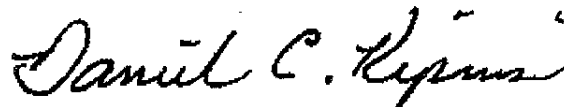
1200 WEST AVENUE #1526
MIAMI BEACH, FL 33139

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

DANIEL C. KIPNIS
1200 WEST AVENUE #1526
MIAMI BEACH, FL 33139

The undersigned has executed these Articles of Incorporation this 9th day of OCTOBER, 2002.



INCORPORATOR
DANIEL C. KIPNIS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FLORIDA BILLFISH, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Daniel C. Kipnis

REGISTERED AGENT
DANIEL C. KIPNIS

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