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ALONZO H. HARDESTY, III, P. A. ATTORNEY AT LAW

SUITE 7 1750 SOUTH VOLUSIA AVENUE ORANGE CITY, FLORIDA 32763 TELEPHONE (386) 775-3222 FACSIMILE (386) 775-3345

November 8, 2002

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

BARELY RIGGED ENTERPRISES, INC.

Dear Sir:

Please find enclosed an original and one copy of Articles of Incorporation for the above referenced corporation, together with Designation of Resident Agent and my check in the amount of \$78.75 representing the following:

Filing Fee	=	.35.00
Total	\$	78.75

Very truly yours,

Alonzo H. Hardesty, III

AHH/pr Enclosures

cc: Mr. William E. Dial

ARTICLES OF INCORPORATION

OF

BARELY RIGGED ENTERPRISES, INC.

EFFECTIVE DATE

ARTICLE I - NAME

The name of the corporation is BARELY RIGGED ENTERPRISES, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

- A. To engage in the business of a salt water charter service and all similar and related activities.
- B. To engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) Shares, all of one class, at Ten (\$10.00) Dollar par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1374 Nimitz Court, Rockledge, Florida 32955. The mailing address of the corporation is 1374 Nimitz Court, Rockledge, Florida 32955.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1374 Nimitz Court, Rockledge, Florida 32955, and the name of its initial registered agent at such address is WILLIAM E. DIAL.

ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation.

ARTICLE IX - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is WILLIAM E. DIAL, 1374 Nimitz Court, Rockledge, Florida 32955.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this $\frac{2}{2}$ day of November, 2002.

(SEAL)

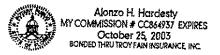
WILLIAM E. DIAL

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM E. DIAL, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ______ day of November, 2002.

Notary Public



CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

That BARELY RIGGED ENTERPRISES, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business located at 1374 Nimitz Court, Rockledge, Florida 32955, has named WILLIAM E. DIAL, located at 1374 Nimitz Court, Rockledge, Florida 32955, as its agent to accept service of process within Florida.

Dated this 8 day of November, 2002.

WILLIAM E. DIAL, Incorporator

Having been named to accept service of process for BARELY RIGGED ENTERPRISES, INC. at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 2 day of November, 2002.

(SEAL)

WILLIAM E. DIAL

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