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(Requestor's Name)

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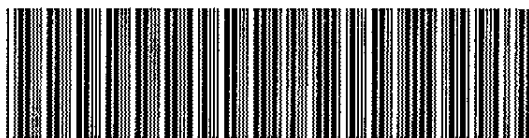
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SPEARBOARD, INC.
6640 Congress Street
New Port Richey, Florida 34653
(727) 848-8892

November 18, 2002

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

Re: Incorporation of *Spearboard, Inc.*

Dear Sir/Madam:

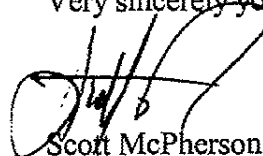
Enclosed please find the following:

1. An original and one (1) copy of the Articles of Incorporation for *Spearboard, Inc.*;
2. An original Certificate of Designation of Registered Agent/Registered Office; and
3. A check in the amount of \$78.75 for the filing fee.

If you find these documents to be in proper form, please file the original and provide the undersigned with a certified copy thereof.

Thanking you for your cooperation, I remain,

Very sincerely yours,



Scott McPherson

SMM/tlc
Enclosures

**ARTICLES OF INCORPORATION
OF
SPEARBOARD, INC.**

Now wishing to incorporate, the undersigned incorporators do establish this corporation in accordance with the provisions of Chapter 607, Florida Statutes, providing for the formation, establishments, rights, privileges, and immunities of corporation for profit, and pursuant to the terms of said statute, do hereby further declare and certify as follows:

Article I: Corporate Name

The name of this corporation shall be *Spearboard, Inc.*

Article II: Street Address of Initial Principal Office

The street address of the initial principal office shall be 6640 Congress Street, New Port Richey, Florida 34653.

Article III: Mailing Address

The mailing address shall be 6640 Congress St., New Port Richey, Florida 34653.

Article IV: Number of Shares Authorized for Issue

The authorized capital stock of this corporation shall consist of one hundred (100) shares of common stock.

Article V: Initial Registered Office and Registered Agent

The street address of the initial registered office is 6640 Congress St., New Port Richey, Florida 34653 and the initial registered agent at that office is Scott McPherson, an incorporator of this corporation.

Article VI: Name and Address of Incorporators

The incorporator of this corporation is:

Scott M. McPherson, 6640 Congress St., New Port Richey, FL 34653

Article VII: Initial Directors

Scott McPherson, President, Secretary and Treasurer, 6640 Congress St., New Port Richey, FL 34653.

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Articles IX: The Purpose For Which The Corporation Is Organized

The purpose of this corporation is to engage in any lawful business, procure all necessary licenses and meet all regulatory requirements necessary for engaging in any lawful business including, but not limited to, the business of establishing and maintaining an online forum of spear fishermen that will generate advertising revenue.


Articles X: Voting Rights of Board

The only director to have a vote shall be the President.

Articles XI: Subchapter "S" Election

The incorporator does hereby declare the intention to elect Subchapter S status, and shall execute all necessary documents and applications to achieve this status.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals this 18th day of November, 2002.

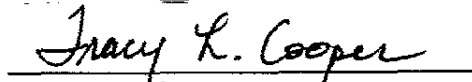


Scott McPherson, President

STATE OF FLORIDA)
COUNTY OF PASCO)

On his day, before me personally appeared Scott McPherson, personally known to me to be the person who executed the foregoing Articles of Incorporation on behalf of said corporation and acknowledged to me that he executed the same for the uses and purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of November, 2002.



Notary Public

My commission expires:



Tracy L. Cooper
MY COMMISSION # DD145679 EXPIRES
September 27, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: *Spearboard, Inc.*
2. The name and address of the registered agent and office is:

Scott McPherson, 6640 Congress St., New Port Richey, FL 34653

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, 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.



Scott McPherson

11-18-02
Date

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