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From:
Account Name : H. BART FLEET
Account Number : T20020000170
Phone : (850) 651-9944
Fax Number : (850) 651-6084

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FLORIDA PROFIT CORPORATION OR P.A.

Fishware, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
FISHWARE, INC.**

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2003 MAR 18 AM 8:16
STATE
FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is FISHWARE, INC. and its principal office and mailing address is 3994 Lauren Court, Destin, FL 32541.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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ARTICLE FOUR
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation is WILLIAM G. KILPATRICK, JR. and the registered office of the corporation is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

ARTICLE SIX
BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors and Officers of the corporation are as follows:

Melvin P. Ponder	Director
Mona L. Ponder	Director

The person(s) named as initial director(s) shall hold office for the first year of existence of the Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

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ARTICLE SEVEN
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT
REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE
SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

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approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN
INCORPORATOR

The name and address of the incorporator is :

William G. Kilpatrick, Jr.
35008 Emerald Coast Parkway, Suite 202
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles
on this 17th day of March, 2003.



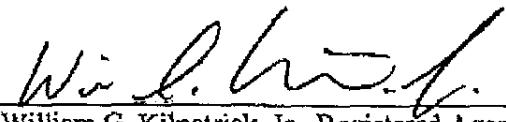
William G. Kilpatrick, Jr., Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for FISHWARE, INC., and acknowledge my acceptance with my signature below on this 17th day of March, 2003.


William G. Kilpatrick, Jr., Registered Agent

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