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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : LEBOEUF, LAMB, GREENE & MACRAE
Account Number : 103727002525
Phone : (904)630-5338
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2003 APR -4 PM 1:05
STATE
FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Something's Fishy, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
OF
SOMETHING'S FISHY, INC.**

ARTICLE I - NAME

The name of this Corporation is Something's Fishy, Inc.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is 4741 Papaya Park, Destin, Florida 32541.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be c/o LeBoeuf, Lamb, Greene & MacRae, L.L.P., 50 North Laura Street, Suite 2800, Jacksonville, Florida 32202. The name of its initial registered agent at such address is Mallory Gayle Holm.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as a member thereof is:

Michael E. Speni, Jr.	4741 Papaya Park
	Destin, Florida 32541

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Mallory Gayle Holm, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

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JACKSONVILLE, FLORIDA

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 2003.


Mallory Gayle Holm
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SOMETHING'S FISHY, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated c/o LeBoeuf, Lamb, Greene & MacRae, L.L.P., 50 North Laura Street, Suite 2800, Jacksonville, Florida 32202, as its initial Registered Office and has named Mallory Gayle Holm located at said address as its initial Registered Agent.


Mallory Gayle Holm

4/4/03
Date

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Mallory Gayle Holm

4/4/03
Date

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