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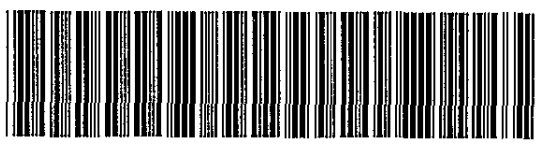
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

*Jay D. Asbury, P.A.*

Attorney at Law



P.O. Box 488  
234 N. Summit Street  
Crescent City, Florida 32112

Telephone (386) 698-1970  
Fax (386) 698-1272

October 16, 2003

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

RE: Mitchell and Mitchell, INC.  
Our File No. 03-106

TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation of Mitchell and Mitchell, INC., and the Certificate Designating Registered Agent, together with a check in the amount of \$78.75, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

*Beth*

Beth  
Secretary to Jay D. Asbury

encls.

ARTICLES OF INCORPORATION  
OF  
Mitchell and Mitchell, INC.

FILED  
03 OCT 20 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, competent to contract, hereby associates themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Mitchell and Mitchell, INC., and its principal place of business shall be 259 South Prospect Street, Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is DEBRA S. MITCHELL, whose physical address is 259 South Prospect, Crescent City, FL 32112. —

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall include, but not be limited to, owning and operating entertainment watercraft for the purpose of pleasure and entertainment. In addition, the general nature of the business may be to purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated

and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all the rights, powers privileges and immunities of individual owners or holders thereof. In addition this corporation may engage in any and all lawful conduct or business as permitted under the laws of the State of Florida.

#### ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One hundred (100) shares, which shall be common stock with no par value. Initially 49 shares shall be issued to DEBRA S. MITCHELL, and 51 shares to JACK B. MITCHELL.

#### ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

#### ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial board of Directors. 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 name and address of the initial Board of Directors of the corporation is:

JACK B. MITCHELL 259 South Prospect Street, Crescent City, FL 32112

DEBRA S. MITCHELL 259 South Prospect Street, Crescent City, FL 32112

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the person who will serve as officer of this corporation is:


JACK B. MITCHELL President

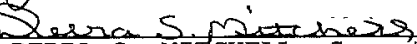
DEBRA S. MITCHELL Secretary/Treasurer

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 16th day of October, 2003.

  
\_\_\_\_\_  
JACK B. MITCHELL, President

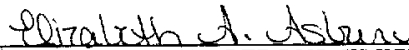
  
\_\_\_\_\_  
DEBRA S. MITCHELL, Secretary/ Treasurer

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 16th day of October, 2003, by JACK B. MITCHELL and DEBRA S. MITCHELL, who are personally known to me, or XX who have produced a Georgia Driver's License as identification.



Elizabeth A. Asbury  
MY COMMISSION # DD244509 EXPIRES  
August 25, 2007  
BONDED THRU TROY FAIR INSURANCE, INC

  
\_\_\_\_\_  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

BONDED THRU TROY FAIR INSURANCE, INC  
August 25, 2007  
MY COMMISSION # DD244509 EXPIRES  
Elizabeth A. Asbury



\_\_\_\_\_  
(NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED)  
(TITLE OR RANK)  
(SERIAL NUMBER, IF ANY)

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

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

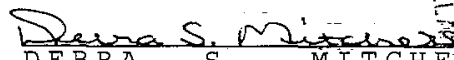
FIRST that Mitchell and Mitchell, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 259 Prospect Street, Crescent City, FL 32112, has named DEBRA S. MITCHELL, as it's agent to accept service of process within the State of Florida.

DATED: October 16, 2003.

  
\_\_\_\_\_  
JACK B. MITCHELL,  
President

  
\_\_\_\_\_  
DEBRA S. MITCHELL  
Secretary/Treasurer

Having been named to accept service of process for the named corporation, 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 performance of my duties.


  
\_\_\_\_\_  
DEBRA S. MITCHELL  
Secretary/Treasurer

03 OCT 20 PM 3:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 16th day of October, 2003, by JACK B. MITCHELL, President and DEBRA S. MITCHELL, Secretary/Treasurer of Mitchell and Mitchell, INC., who are personally known to me, or XX who have produced a Georgia Driver's License as identification.

  
\_\_\_\_\_  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

My Commission Expires



Elizabeth A. Asbury  
MY COMMISSION # DD244509 EXPIRES  
August 25, 2007  
BONDED THROUGH FARM INSURANCE, INC.

NAME OF ACKNOWLEDGER TYPED,  
(PRINTED OR STAMPED)  
(TITLE OR RANK)  
(SERIAL NUMBER, IF ANY)