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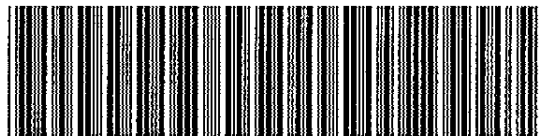
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 395005 10234A

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 78.75

ORDER DATE : October 24, 2003

ORDER TIME : 4:23 PM

ORDER NO. : 295005-005

CUSTOMER NO: 10234A

CUSTOMER: Ms. Betty Lanier
Conely & Conely, P.a.

Post Office Drawer 1367

Okeechobee, FL 34973-1367

DOMESTIC FILING

NAME: BUTCH'S FISH-N-CAMP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 29, 2003

CSC

SUBJECT: BUTCH'S ENTERPRISES, INC.
Ref. Number: W03000031268

Resubmit

RECEIVED
03 OCT 30 AM 10:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BUTCH'S ENTERPRISES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 503A00058916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BUTCH'S PROPERTIES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BUTCH'S PROPERTIES, INC. The address of the principal office of this corporation shall be 4870 Highway 441 S.E., Okeechobee, Florida 34974, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4870 Highway 441 S.E., Okeechobee, Florida 34974, and the name of the initial registered agent of the corporation at that address is KEVIN L. SCHOOLEY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

KEVIN L. SCHOOLEY 4870 Highway 441 S.E., Okeechobee, FL 34974

DEBORAH S. SCHOOLEY 4870 Highway 441 S.E., Okeechobee, FL 34974

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Treasurer - KEVIN L. SCHOOLEY, 4870 Highway 441 S.E., Okeechobee, FL 34974

Vice President/Secretary - DEBORAH S. SCHOOLEY, 4870 Highway 441 S.E., Okeechobee, FL 34974

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

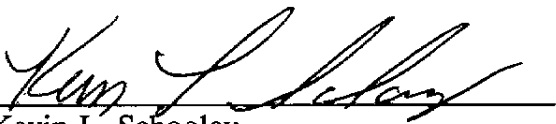
It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:


KEVIN L. SCHOOLEY, Highway 441 S.E., Okeechobee, FL 34974

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on October 22, 2003.


Kevin L. Schooley

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

KEVIN L. SCHOOLEY, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Kevin L. Schooley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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