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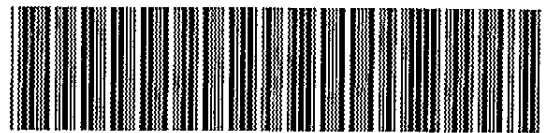
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/18/03--01034--014 **87.50

FILED
2003 DEC 18 PM 1:03
STATE
FLORIDA

12-31-03

**THE BAIT SHOP INC
225 GARDEN STREET
TITUSVILLE, FLORIDA 32796**

DECEMBER 16, 2003

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: THE BAIT SHOP INC

DEAR SIR:

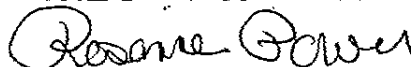
ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,
THE BAIT SHOP INC


ROSANNE POWER

ARTICLES OF INCORPORATION OF

THE BAIT SHOP INC

THE UNDERSIGNED INCORPATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
THE BAIT SHOP INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **225 GARDEN STREET TITUSVILLE, FLORIDA 32796**, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSSUE 5000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE TWO INITIAL OFFICERS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE.
THE NAME AND ADDRESS OF THE INITIAL OFFICERS ARE:

ROSANNE POWER
2921 IVY STREET
TITUSVILLE, FL 32796

ROBERT P WITNEY
2929 HOLLY STREET
TITUSVILLE, FL 32796

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TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT
IS: LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FLORIDA 32796

ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE TWO INCORPORATORS.
THE NAME AND ADDRESS OF THE INCORPORATORS OF THIS
CORPORATION ARE:

ROSANNE POWER
2921 IVY STREET
TITUSVILLE, FL 32796

ROBERT P WITNEY
2929 HOLLY STREET
TITUSVILLE, FL 32796

ARTICLE VIII. AMENDMENTS

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.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION THIS 16TH DAY OF DECEMBER 2003


ROSANNA POWER


ROBERT P WITNEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

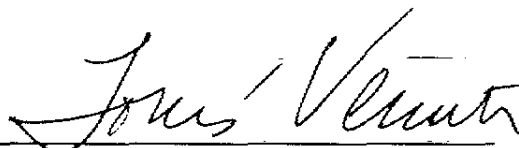
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 607.0501 OR 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:
THE BAIT SHOP INC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FLORIDA 32796

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.


LOUIS VENUTI
DECEMBER 16, 2003