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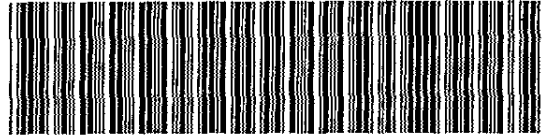
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICE OF COLIN M. CAMERON  
*Attorneys and Counselors at Law*

TELEPHONE 863/763-8600  
FACSIMILE 863/763-2886  
200 N.E. 4TH AVENUE  
OKEECHOBEE, FLORIDA 34972-2981

January 29, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: GAIL'S BAIT PAIL, INC.

Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

We have enclosed an additional copy of the Articles with a self-addressed, stamped envelope for you to return to our office. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation, I am

Sincerely yours,



Colin M. Cameron

CMC:lw

Enclosures: as stated

ARTICLES OF INCORPORATION

OF

GAIL'S BAIT PAIL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: GAIL'S BAIT PAIL, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are: To operate any legal business not subject to regulation by federal, state or local government, entity or agency.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 13500 Highway 441 SE, Okeechobee, FL 34974 and the name of its initial resident agent is: Donald Beahl.

ARTICLE VI

The corporation shall have two (2) officers and two (2) directors initially. The name and address of the initial officer and director who shall hold office for the first year of the corporation or until successors are elected or appointed is:

GAIL POWERS  
Director/President & Treasurer  
3729 Highway 441 SE  
Okeechobee, FL 34972

STEPHEN POWERS  
Director/Vice President & Secretary  
6613 Ashby Lane  
Louisville, KY 40272

#### ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

#### ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### ARTICLE IX

Stockholders meetings. The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of a majority of the outstanding shares present at any meeting of the Corporation shall be sufficient to authorize any act of the corporation.

#### ARTICLE X

Directors Meetings. A Majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

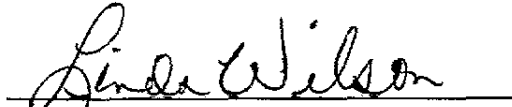
The name and address of the Incorporator is: Gail Powers, 3729 Highway 441 SE, Okeechobee, FL 34972.

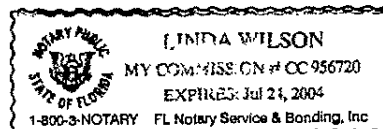
EXECUTED this 26 day of January, 2004.

  
GAIL POWERS

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 26 day of January, 2004, by Gail Powers, (X) who is personally known to me or ( ) who provided \_\_\_\_\_ as identification.

  
LINDA WILSON  
NOTARY PUBLIC  
My commission expires:



GAIL'S BAIT PAIL, INC.

DESIGNATION OF REGISTERED AGENT

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:

First - GAIL'S BAIT PAIL, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Indiantown, State of Florida, has named Donald Beahl of 13500 Highway 441 SE, Okeechobee, FL 34974 as its agent to accept service of process within Florida.

GAIL'S BAIT PAIL, INC.

By: *Gail Powers*

Gail Powers, President

Date: 01/26/04

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

*Donald Beahl*

Donald Beahl, Resident Agent

Date: 01/27/04

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TALLAHASSEE, FLORIDA