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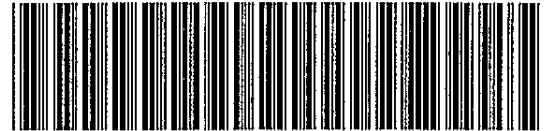
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.L. 12/8

**ACTION BAIT & TACKLE INC
425 GARDEN STREET
TITUSVILLE, FLORIDA 2796**

DECEMBER 1, 2004

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

SUBJECT: ACTION BAIT & TACKLE INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

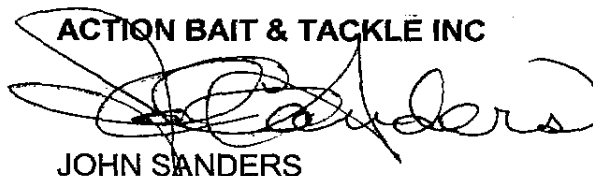
1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

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,

ACTION BAIT & TACKLE INC

A handwritten signature in black ink, appearing to read "John Sanders", is written over the printed name.

JOHN SANDERS

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

ACTION BAIT & TACKLE 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:
ACTION BAIT & TACKLE INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **425 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 ISSUE 5000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE ONE INITIAL OFFICER AND ONE BOARD OF DIRECTOR MEMBER. 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 OFFICER IS:

JOHN SANDERS
425 GARDEN STREET
TITUSVILLE, FLORIDA 32796

THE NAMES AND ADDRESS OF THE DIRECTOR IS:

JOHN SANDERS
425 GARDEN STREET
TITUSVILLE, FLORIDA 32796

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

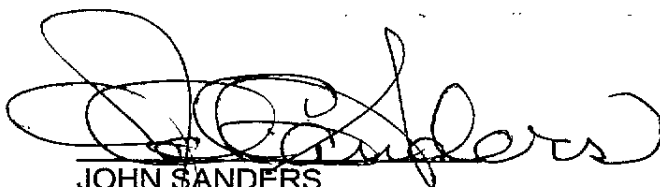
THIS CORPORATION SHALL HAVE ONE INCORPORATOR.
THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS
CORPORATION IS:

JOHN SANDERS
425 GARDEN STREET
TITUSVILLE, FLORIDA 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 INCORPORATOR HAVE EXECUTED THESE ARTICLES
OF INCORPORATION THIS 1ST DAY OF DECEMBER 2004.

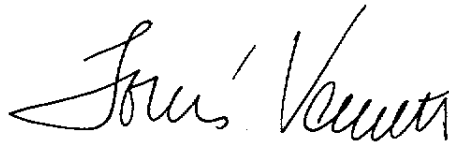

JOHN SANDERS

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:
ACTION BAIT & TACKLE 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 1, 2004

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TALLAHASSEE, FLORIDA