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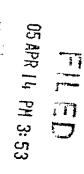
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Judy K. Brodeur Post Office Box 214 Sanibel Island, Florida 33957

Phone: 239 472-1157 Fax: 239 472-3142

April 12, 2002

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

Bayshore Guns & Gold, Inc.

Gentlemen:

Re:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for BAYSHORE GUNS & GOLD, INC.

Enclosed also please find my Personal Account Check No. 9038 in the amount of \$78.75 for payment of the following:

Registered Agent Designation	\$35.00
Certified Charter	\$ 8.75
Filing Fee	<u>\$35.00</u>
	\$78.75

Please send my office a certified copy of the Articles after they have been properly filed with your Department.

If you have any questions or comments, please let me know. Many thanks for your courtesy, cooperation and assistance.

Yours truly,

Judy K. Brodeur

JKB/ms Enclosures

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ARTICLES OF INCORPORATION

OF

BAYSHORE GUNS & GOLD, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be **BAYSHORE GUNS & GOLD**, **INC.**, A Florida Corporation. The principal office of the corporation is 6350 Bayshore Road, North Fort Myers, Florida 33917; the mailing address of the corporation is Post Office Box 214, Sanibel Island, Florida 33957.

ARTICLE II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be as follows:

- A. To own and operate a retail business in the State of Florida.
- B. To transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 607.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock, which shall have no par value. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6350 Bayshore Road, North Fort Myers, Florida 33917, and the name of the initial Registered Agent of this corporation is Judy K. Brodeur.

ARTICLE VI - DIRECTORS_

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

Paul K. Powell 7638 Peyraud Drive North Fort Myers, FL 33917 President / Director

Judy K. Brodeur Post Office Box 214 Sanibel Island, FL 33957 Vice President /
Secretary-Treasurer / Director

ARTICLE VII - INITIAL INCORPORATORS

The names and addresses of the initial incorporators or subscribers of this corporation are:

Paul K. Powell 7638 Peyraud Drive North Fort Myers, FL 33917

Judy K. Brodeur Post Office Box 214 Sanibel Island, FL 33957

IN WITNESS WHEREOF, Paul K. Powell and Judy K. Brodeur have hereunto set their hand and seal, this ______ day of April, 2005.

Paul K Powell

(SEAL)

Judy K. Brodeur

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day PAUL K. POWELL and JUDY K. BRODEUR personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. PAUL K. POWELL and JUDY K. BRODEUR,

known personally to me, or
having produced as identification a passport,
driver's license, or other photo identification,
pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

acknowledged to and before me that they are the individuals described in and who executed the foregoing **Articles of Incorporation** freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, County of Lee, and State of Florida, this _____ day of April, A. D. 2005.

Notary Public

Printed Name of Notary:

My Commission Number is:

My Commission expires:



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CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

BAYSHORE GUNS & GOLD, INC.

2. The name and address of the Registered Agent and Office of the corporation is:

Judy K. Brodeur 6350 Bayshore Drive North Fort Myers, FL 33917

Signature of Corporate Officer

Paul K. Powell

Title:

President

Date:

April 10, 2005

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.

Signature of Resident Agent

Judy K. Brodeur

Date:

April 10, 2005