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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION OF

Flat Out Fishing Charters, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Flat Out Fishing Charters, Inc.

ARTICLE II

The existence of the Corporation shall begin on August 8, 2005.

ARTICLE III

The street address of the principal office of the Corporation is 4235 79th Street, Vero Beach, Florida 32967.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4235 79th Street, Vero Beach, FL 32967. The initial registered agent for the Corporation at that address is Michael Staszewski.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name

Address

Joseph H. Mason

4235 79th Street Vero Beach, FL 32967

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

<u>Name</u>

Address

Joseph H. Mason

4235 79th Street Vero Beach, FL 32967

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on August Σ , 2005.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Flat Out Fishing Charters, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Joseph H. Mason

Date: 8-8-05