

DEC 22 2005 17:25 EMPIRE
PO5000166680

P.01

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000288042 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

re-brains

FLORIDA PROFIT CORPORATION OR P.A.

southwest florida fishing charters, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

05 DEC 23 AM 10:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS



December 20, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIE COMPANY

SUBJECT: SOUTHWEST FLORIDA FISHING CHARTERS, INC.
REF: W05000055716

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The original receipt date was more than 5 Business days from December 6th. Therefore, we cannot use the effective date you have requested.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

FAX Aud. #: E05000288042
Letter Number: 805800072775

H05000028Y042

4

**ARTICLES OF INCORPORATION OF
SOUTHWEST FLORIDA FISHING CHARTERS, INC.**

I, Daniel T. Losapio, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is SOUTHWEST FLORIDA FISHING CHARTERS, INC.

**ARTICLE II
PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

**ARTICLE III
DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of filing and acknowledgment of these Articles of Incorporation.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock, which this corporation is authorized to have outstanding at any one time, is one hundred (100) shares of no par value stock.

**ARTICLE V
INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) and 00/100 Dollars.

**ARTICLE VI
SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Daniel T. Losapio	5836 Cypress Preserve Place Ft. Myers, Florida 33912	100

H05000028Y042

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 23 AM 10:53

ARTICLE VII
DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel T. Losapio	8836 Cypress Preserve Place Ft. Myers, Florida 33912

ARTICLE IX
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 8836 Cypress Preserve

Place, Ft. Myers, Florida 33912 and the name of the initial Registered Agent of this corporation is Daniel T. Losapio, whose address is 8836 Cypress Preserve Place, Ft. Myers, Florida 33912.

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

A. From the time determined whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

Handwritten scribbles

**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, that SOUTHWEST FLORIDA FISHING CHARTERS, INC. desires to organize or
qualify under the laws of the State of Florida with its principal place of business in the State of
Florida, has named, as its agent, Daniel T. Losapio, whose address is 8836 Cypress Preserve Place,
Ft. Myers, Florida 33912, to accept service of process within Florida.

Signature: *Daniel Losapio*
DANIEL T. LOSAPIO

DATED this 6 day of December, 2005.

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.

Signature: *Daniel Losapio*
DANIEL T. LOSAPIO, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 23 AM 10:53

Handwritten number: 1105000288042