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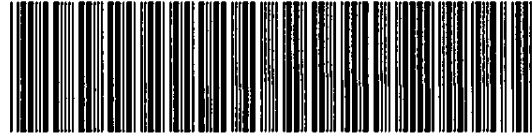
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10 OCT -1 PM 4:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
10/4

**GENOVESE
JOBLOVE &
BATTISTA**
P.A.
Attorneys at Law

BARRY P. GRUHER, ESQ.
Phone: (954) 453-8037
Fax: (954) 453-8010
Email: bgruher@gjb-law.com

September 24, 2010

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Bait & Boat Works, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Bait & Boat Works, Inc. Also enclosed is a check in the amount of \$70.00 (payable to the Florida Department of State) representing the required filing fee.

Kindly see that these Articles are filed and mail a stamped copy of same to the undersigned (I have enclosed an extra copy) in the enclosed pre-addressed, postage-paid envelope.

Thank you for your courtesy in this matter.

Sincerely,

GENOVESE JOBLOVE & BATTISTA



Valerie Mylton, Legal Assistant to
BARRY P. GRUHER, ESQ.

Enclosure

ARTICLES OF INCORPORATION

OF

BAIT & BOAT WORKS, INC.

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10 OCT -1 PH 4:43

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **BAIT & BOAT WORKS, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2870 N.E. 14th Street Causeway, #208, Pompano Beach, FL 33062.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The number of initial shares that this Corporation shall be authorized to issue and have outstanding shall be 500 shares of common stock each having a par value of \$1.00 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one Director initially, which may be changed by the by-laws of the Corporation.

ARTICLE VII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Aaron J. Fleming
2870 N.E. 14th Street Causeway, #208
Pompano Beach, FL 33062

The person named as initial Director shall hold office for this Corporation, until his successors are elected or appointed and have qualified under Florida law.

ARTICLE VIII
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Barry P. Gruher, Esq., whose business address is 200 East Broward Boulevard, Suite 1110, Ft. Lauderdale, FL 33301.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Aaron J. Fleming, 2870 N.E. 14th Street Causeway, #208, Pompano Beach, FL 33062.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

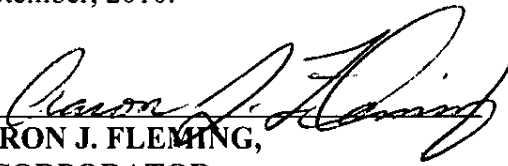
ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 24th day of September, 2010.


AARON J. FLEMING,
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

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10 OCT -1 PM 4:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BAIT & BOAT WORKS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2870 N.E. 14th Street Causeway, #208, Pompano Beach, FL 33062, has named and designated Barry P. Gruher, Esq., whose business address is 200 East Broward Boulevard, Suite 1110, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby state that I am familiar with and accept the duties and responsibilities of the Registered Agent for said Corporation.


BARRY P. GRUHER, ESQ.
Registered Agent For Bait &
Boat Works, Inc.