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PICK-UP WAIT MAIL

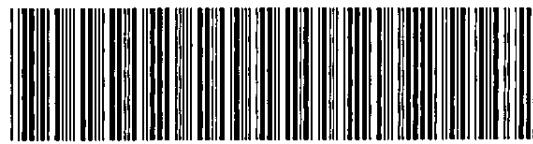
(Business Entity Name)

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CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CAPT'N PETE'S PRO SHOP, INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be:

CAPT'N PETE'S PRO SHOP, INC

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ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

**102970 OVERSEAS HWY
KEY LARGO, FL 33037**

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**BRENDA E. GORSUCH
102970 OVERSEAS HWY
KEY LARGO, FL 33037**

ARTICLE V -INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are) :

BRENDA E GORSUCH 496 CARIBBEAN DR KEY LARGO, FL 33037
PEDRO PORTILLO 325 CALUSA ST LOT 346 KEY LARGO, FL 33037

Brenda E. Gorsuch
Signature

Pedro Portillo
Signature

ARTICLE VI – DIRECTOR(S)

The name, title and address of the office(s) of this corporation shall be:

(President) PEDRO PORTILLO 325 CALUSA ST LOT 346 KEY LARGO, FL 33037

(Vice-President) BRENDA E GORSUCH 496 CARIBBEAN DR KEY LARGO, FL 33037

(Secretary) BRENDA E GORSUCH 496 CARIBBEAN DR KEY LARGO, FL 33037

(Treasurer) BRENDA E GORSUCH 496 CARIBBEAN DR KEY LARGO, FL 33037

(Director) PEDRO PORTILLO 325 CALUSA ST LOT 346 KEY LARGO, FL 33037

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED 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.

Brenda E. Gorsuch
Registered Agent Signature
BRENDA E GORSUCH

DATE: 04/20/12