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ACCOUNT NO. : 072100000032

REFERENCE : 958149 126795A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : May 17, 1996

ORDER TIME : 12:29 PM

ORDER NO. : 958149

CUSTOMER NO: 126795A

CUSTOMER: Evan R. Marbin, Esq
FRANKLIN & MARBIN, P.A.

Penthouse 104
48 East Flagler Street
Miami, FL 33131

700001027497
05/17/96--01099--016
***122.50 ***122.50

DOMESTIC FILING

NAME: THE BIG FISH OF PALM BEACH,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 3:48

RECEIVED
95 MAY 17 PM 4:30
DIVISION OF CORPORATIONS
7/16

ARTICLES OF INCORPORATION

of

THE BIG FISH OF PALM BEACH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 17 PM 3:40

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be THE BIG FISH OF PALM BEACH, INC.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

EVAN R. MARBIN, ESQ.
48 East Flagler Street
Penthouse 104
Miami, Florida 33131

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

MICHAEL PALMER
9107 Baybury Lane
West Palm Beach, Florida 33411

ARTICLE VII

The name and address of the Incorporator is:

EVAN R. MARBIN, ESQUIRE
48 East Flagler Street
Penthouse 104
Miami, Florida 33131

ARTICLE VIII

The address of the corporation is:

THE BIG FISH OF PALM BEACH, INC.
9107 Baybury Lane
West Palm Beach, Florida 33411

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by the law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and

without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 16 day of May, 1996.


EVAN R. MARBIN, ESQUIRE

ACKNOWLEDGMENT

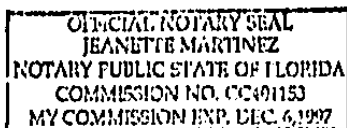
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared EVAN R. MARBIN, ESQUIRE personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 16th day of May, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Jeanette Martinez
Print Notary Name
Commission No.:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

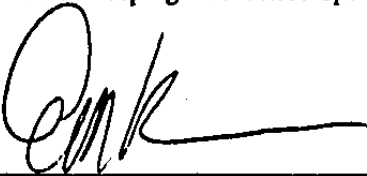
THE BIG FISH OF PALM BEACH, INC. desiring to organize under the laws of the

State of Florida, with its registered office as indicated in the Articles of Incorporation, at 48 East Flagler Street, Penthouse 104, Miami, Florida 33131, has named EVAN R. MARBIN, ESQ., as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of this Act relative to keeping said office open.

By: _____



EVAN R. MARBIN

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAY 17 PM 3:48