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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

400 NW SECOND STREET • POST OFFICE BOX 6327 • ORLANDO, FLORIDA 32802 • TELEPHONE 341-7311 • FAX 763-1001

July 25, 1996

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****122.50 ****122.50

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: WYNN'S FISHING & LODGING, INC.

Dear Sir/Madam:

You will find enclosed herewith an original executed Articles of Incorporation for WYNN'S FISHING & LODGING, INC., along with a copy of same. Also enclosed is our firm's check in the amount of \$122.50 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	52.50
Certificate Designating Resident Agent	35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/tlr
Enclosures: As stated.

cc: Johnnie Ruth Fralix

**ARTICLES OF INCORPORATION
OF
WYNN'S FISHING & LODGING, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is **WYNN'S FISHING & LODGING, INC.**

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is **ONE THOUSAND (1,000)**. Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional

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TALLAHASSEE, FLORIDA

shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V

The address of the initial registered office of the Corporation is: 5350 Hwy 441 SE, Okeechobee, Florida 34974. This also represents the mailing address of the Corporation.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation are two. The name and address of the persons who are to serve as the member of the initial Board of Directors are:

WYNN FRALIX

5350 HWY 441 SE
Okeechobee, Florida 34974

JOHNNIE RUTH FRALIX

1865 NW 50th Avenue
Okeechobee, Florida 34972

ARTICLE VII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by

proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the incorporator is: JOHNNIE RUTH FRALIX, 1865 NW 50th Avenue, Okeechobee, Florida 34972.

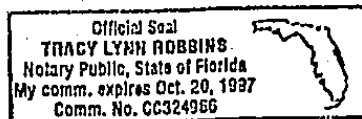
Executed by the undersigned at Okeechobee, Florida on this 24th day of July, 1996.

Johnnie Ruth Fralix
JOHNNIE RUTH FRALIX

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 24th day of July, 1996, by JOHNNIE RUTH FRALIX, (X) who is personally known to me, or () who has produced _____ as identification.

SWORN TO and SUBSCRIBED before me this 24th day of July, 1996.
Tracy Lynn Robbins
Signature of NOTARY PUBLIC
Tracy Lynn Robbins
Printed Name of NOTARY PUBLIC
My commission expires:



CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

I, JOHNNIE RUTH FRALIX, hereby agree to be the resident agent for WYNN'S FISHING & LODGING, INC., and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 5350 Hwy 441 SE, Okeechobee, Florida 34974.

Johnnie Ruth Fralix
JOHNNIE RUTH FRALIX

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 24th day of July, 1996, by JOHNNIE RUTH FRALIX, (X) who is personally known to me or () who has produced _____ as identification.

SWORN TO and SUBSCRIBED before me this 24th day of July, 1996.

Tracy Lynn Robbins
Signature of NOTARY PUBLIC

Tracy Lynn Robbins
Printed name of NOTARY PUBLIC

My commission expires:

