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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TORTUGAS FISH FINDER, INC.

AUDIT NUMBER.....H96000017689

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI,

SUBJECT: TORTUGAS FISH FINDER, INC.
REF: W96000026711

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

I RECEIVED ONLY PAGE ONE OF THE ARTICLES. PLEASE RESEND ENTIRE SET OF ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: E96000017689
Letter Number: 796A00056748

**ARTICLES OF INCORPORATION
OF
TORTUGAS FISH FINDER, INC.**

H96000017689

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is: Tortugas Fish Finder, Inc.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of one dollar par value common stock.

**ARTICLE V
SHAREHOLDERS' RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Prepared by:
Timothy Kingcade
2903 Salsedo Street
Coral Gables, FL 33134

Florida Bar No. 082309
305-446-7990

Law Office • Timothy S. Kingcade • Professional Association

Page 1.

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ARTICLE VII
INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered principal office of this corporation is:

6105 SW 55 Court
Davie, FL 33314

The name and address of the initial registered agent of this corporation at that address is:

Timothy S. Kingcade, Esq.
Victoria Building
2903 Salzedo Street
Coral Gables, FL 33134-6611

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

Date:

12/17/96
as Registered Agent

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have () director(s) initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President:	Bernie Lane
Vice President:	Rosemary More
Treasurer:	Bernie Lane
Secretary:	Rosemary More

ARTICLES IX
INCORPORATORS

The names and address of the person signing these Articles as incorporator are:

Bernie Lane
6105 SW 55 Court
Davie, FL 33314

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**ARTICLES X
BYLAWS****H96000017689**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI
RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII
CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII
CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

**ARTICLE XIV
SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of December, 1996.

Bernie C. Lane
as Subscriber (print name) Bernie C. Lane

NOTARY CERTIFICATE

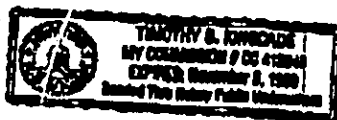
STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bernie Lane, to me known to be the person described in and who executed the attached ARTICLES OF INCORPORATION and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): () Florida Drivers License (X) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of December, 1996

Seal



Tim Kingcade
Notary Signature
My Commission Expires

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96 DEC 20 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC-20-1996 09:50

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P.04/06

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ARTICLE VII
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6105 SW 53 Court
Davie, FL 33314

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