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CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD

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JOHN E. MOORE, III\*\*  
BRADLEY W. ROSSWAY  
LISA N. THOMPSON

\*BOARD CERTIFIED REAL ESTATE LAWYER

\*\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

PLEASE REPLY TO:

POST OFFICE BOX 3686  
VERO BEACH, FLORIDA 32964

FILED  
97 JAN 31 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 29, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

400002075044--0  
-01/31/97--01076--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Father & Son Fishing, Inc.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Form	35.00

Thank you for your consideration in this matter.

Sincerely,

*George G. Collins, Jr.*  
George G. Collins, Jr.  
For the Firm

GGC, JR./mja  
Enclosures

B. REGISTER FEB 4 1997

**ARTICLES OF INCORPORATION**

**OF**

**FATHER & SON FISHING, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is FATHER & SON FISHING, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent and the initial registered office of this corporation are:

George G. Collins, Jr.  
756 Beachland Boulevard  
Vero Beach, Florida 32963

**ARTICLE VI - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is:

756 Beachland Boulevard  
Vero Beach, Florida 32963

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Brock A. Rodgers	2200 S. Ocean Lane, Apt. 1206 Fort Lauderdale, Florida 33316

**ARTICLE VIII - INCORPORATION**

The names and addresses of the persons signing these Articles are:

Brock A. Rodgers	2200 S. Ocean Lane, Apt. 1206 Fort Lauderdale, Florida 33316
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**ARTICLE IX**

The corporation or the stockholders may include in their agreement

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between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Incorporation, this 29<sup>th</sup> day of January, 1997.

Joseph S. Collins

Margaret J. Ansell

As to Brock A. Rodgers

Brock A. Rodgers

Brock A. Rodgers

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

In pursuant of Chapter 607.0501, Florida Statutes, the following is submitted,  
in compliance with said Act:

First--That FATHER & SON FISHING, INC., desiring to organize under the  
laws of the State of Florida with its principal office, as indicated in the Articles of  
Incorporation at City of Vero Beach, County of Indian River, State of  
Florida, has named GEORGE G. COLLINS, JR., located at 756 Beachland  
Boulevard, City of Vero Beach, County of Indian River, State of Florida,  
as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated  
corporation, at place designated by this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to keeping open said office.

By: 

(Registered Agent)

**FILED**  
97 JAN 31 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA