

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY CJB _____

WALK-IN

Will Pick Up _____

RE: Fish Head Designs, Inc.

_____ of _____
C.C. FEE _____ DISBURSED _____
Capital _____
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
☒ Cert. Copy(s) _____

_____ Art. of Amend. File _____
_____ Dissolution/Withdrawal _____
_____ C U S _____
_____ Fictitious Name File _____

_____ Name Reservation _____
_____ Annual Report/Reinstatement _____
_____ Reg. Agent Service _____
_____ Document Filing _____

_____ Corporate Kit 7000002 169037--8
_____ Vehicle Search -05/07/97--01017--008
_____ Driving Record ****122.50 ****122.50
_____ Document Retrieval _____

_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ File No.'s, _____ Copies _____
_____ Courier Service _____
_____ Shipping/Handling _____
_____ Phone () _____
_____ Top Priority _____
_____ Express Mail Prep. _____
_____ FAX () _____ pgs. _____

SUBTOTALS _____

FEE _____
DISBURSED _____
SURCHARGE _____
TAX on corporate supplies _____
SUBTOTAL _____
PREPAID _____
BALANCE DUE _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

FISH HEAD DESIGNS, INC.

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

ARTICLE I

The name of the corporation is Fish Head Designs, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To engage in retail of sale of apparel.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as 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 ten thousand (10,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

FILED
97 MAY -7 AM 10:39
TALLAHASSEE, FLA.

The principal street address of the registered office of the corporation is 3575 Arizona Drive, Pensacola, Florida 32504, and the name of its registered agent at such address is Matt Schall. The principal address and the registered office address are the same.

ARTICLE VI

The number of directors constituting the initial Board of Director(s) of the corporation are two (2). The name(s) and address(es) of the person(s) who are to serve as member(s) of the initial Board of Director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Matt Schall</u>	<u>3575 Arizona Drive</u> <u>Pensacola, Florida 32504</u>
<u>Tracy Schall</u>	<u>3757 Arizona Drive</u> <u>Pensacola, Florida 32504</u>

ARTICLE VII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Matt Schall</u>	<u>3575 Arizona Drive</u> <u>Pensacola, Florida 32504</u>
<u>Tracy Schall</u>	<u>3575 Arizona Drive</u> <u>Pensacola, Florida 32504</u>

Executed by the undersigned at Pensacola, Florida, on the ____
day of April, 1997.



Kellie C. Turk

[Signature]

Incorporator, Matt Schall

[Signature]

Incorporator, Tracy Schall

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared Matt Schall and Tracy Schall, known to me to be the individuals described in and who executed the foregoing instrument and acknowledged before me that they executed the same for the uses and purposes therein set forth.

Witness my hand and official seal on this the 21st day of April, 1997.

[Signature]
NOTARY PUBLIC

COMM. EXPS. 5/12/99

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of Fish Head Designs, Inc. a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes §607.325 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated: _____

4-21-97

[Signature]

STATE OF FLORIDA
COUNTY OF ESCAMBIA

ON THIS 21st day of April, 1997, before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Matt Schall known to me to be the person whose name is subscribed to the instrument within, and acknowledge and he/she executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I have set my hand and official seal this 21st day of April, 1997.

[Signature]
NOTARY PUBLIC

My Commission Expires: October 20, 1998



RECEIVED
STATE
FALLING
COUNTY
FLORIDA

97 MAY -7 AM 10:39

FILED