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BECKMEYER & MULICK  
ISLAMORADA PROFESSIONAL CENTER  
81990 OVERSEAS HIGHWAY - SUITE 201  
ISLAMORADA, FL 33036

TEL: (305) 664-3336  
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June 2, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

700002205657--9  
-06/09/97--01071--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Off-Key Backcountry Fishing, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles. Thank you.

Very truly yours,

BECKMEYER & MULICK

By: *KB*

KB/rc

Enclosure

cc: Robert Tiburzi

JUN 10 BSB

FILED  
97 JUN -9 PM 1:49  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**OFF-KEY BACKCOUNTRY FISHING, INC.**

**FILED**  
97 JUN -9 PM 1:50  
TALLAHASSEE STATE  
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation shall be: Off-Key Backcountry Fishing, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

172 Columbus Drive  
Islamorada, Florida 33036

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares at a \$1.00 par value

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Robert Tiburzi  
172 Columbus Drive  
Islamorada, Florida 33036

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Robert Tiburzi  
172 Columbus Drive  
Islamorada, Florida 33036

**ARTICLE VI PREEMPTIVE RIGHTS**

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of

Incorporation this 2<sup>ND</sup> day of June, 1997.

Robert Tiburzi  
Robert Tiburzi

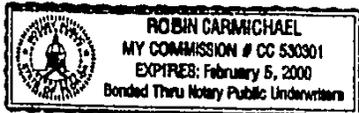
State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 2<sup>nd</sup>  
day of June, 1997 by Robert Tiburzi. He is personally known to me or has  
produced Florida Drivers License as identification and did(did not) take  
an oath.

Robin Carmichael  
Notary Public (Seal)

My Commission Expires:



Robin CARMICHAEL  
(Print Name of Notary Public)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 JUN -9 PM 1:50

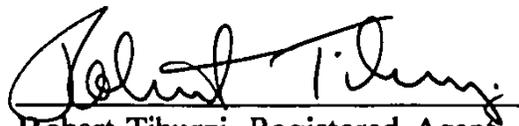
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Off Key Backcountry Fishing, Inc.
2. The name and address of the registered agent and office is:

Robert Tiburzi  
172 Columbus Drive  
Islamorada, Florida 33036

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.

  
Robert Tiburzi, Registered Agent

6-2-97  
Dated