

LAW OFFICES OF
ENTIN & CANARICK

RICHARD C. ENTIN
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July 1, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: FISH CORP.

Gentlemen:

Enclosed herewith, please find my check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,

ENTIN & CANARICK

By: _____

Richard C. Entin

RCE:ek
Encls.

gallen
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article 4*
DATE *7-10-97*
DOC. EXAM *D. Canarick*

FILED
97 JUL -2 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done 7/16/97

**ARTICLES OF INCORPORATION
OF
FISH CORP.**

97 JUL -2 AM 11:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FISH CORP.

The address of the principal office of this corporation shall be: 12045 N.W. 7th Avenue, North Miami, Florida 33168, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 8411 W. Oakland Park

Boulevard, Sunrise, Florida, and the name of the initial registered agent of the corporation at that address is: Richard C. Entin

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually commencing upon the signing of these Articles.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Director is:

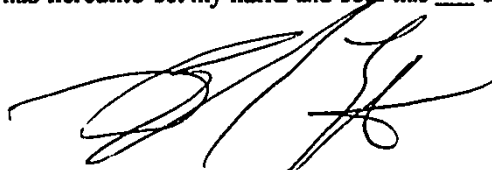
MICHAEL FISCHER
35D Venetian Way, Apt. 109
Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

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

RICHARD C. ENTIN, ESQ.
8411 W. Oakland Park Blvd., #202
Sunrise, Florida 33351

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal this ____ day
of July, 1997.



Richard C. Entin, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard C. Entin, having been designated as the Registered Agent in the above and foregoing Articles of FISH CORP. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Richard C. Entin, Esq., Registered Agent

FILED
97 JUL -2 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA