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(SAMPLE LETTER OF TRANSMITTAL)  
DATE

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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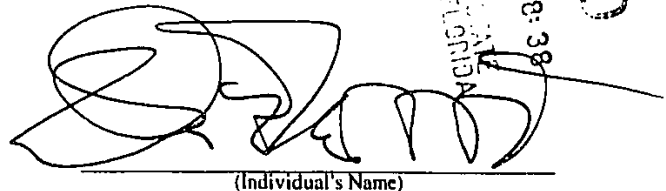
Re: Fishy Fish Business Inc.  
(Name of Corporation), Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fees for Registered Agent Designation for the above named corporation.

Very truly yours.

  
(Individual's Name)

AUG 4 1997 BSB

FISHY FISH BUSINESS INC.  
(Name of Corporation)

MAILING ADDRESS  
100 W. 63 ST APT A2  
MARATHON FL  
33050  
305 7435993

MAILING ADDRESS OF CORPORATION		
<del>1850 HIBBETTS DR</del>		
<del>100 N. MIAMI FL</del>		
<del>33181</del>		
PHONE		
<del>(305) 891-0955</del>		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

FISHY FISH BUSINESS INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FISHY FISH BUSINESS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>100 W. 63 ST APT A-2</u>		
CITY <u>MARATHON</u>	FLORIDA	ZIP <u>33050</u>

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>JOHN F. NORWOOD</u>
ADDRESS <u>100 W. 63 ST APT A-2</u>
CITY <u>MARATHON</u> FLORIDA ZIP <u>33050</u>

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have \_\_\_\_\_ (\_\_\_\_\_) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


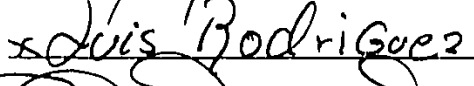
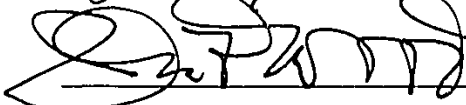
NAME	CARLOS ALMEDA		
ADDRESS	1850 HIBISCUS DR.		
CITY	N. MIAMI	STATE	FL ZIP 33181
NAME	LUIS RODRIGUEZ		
ADDRESS	2063 NE 161 ST.		
CITY	N. MIAMI BCH	STATE	FL ZIP 33161
NAME	JOHN F. NORWOOD		
ADDRESS	100 W. 63 ST APT A2		
CITY	MARATHON	STATE	FL ZIP 33050

# ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	CARLOS ALMEDA		
ADDRESS	1850 HIBISCUS DR.		
CITY	N. MIAMI	STATE	FL ZIP 33181
NAME	<del>2063 NE 161 ST</del> LUIS RODRIGUEZ		
ADDRESS	<del>N. MIAMI BCH</del> 2063 NE 161 ST		
CITY	N. MIAMI, BCH	STATE	FL ZIP 33161
NAME	JOHN F. NORWOOD		
ADDRESS	100 W. 63 ST APT A2		
CITY	MARATHON	STATE	FL ZIP 33050

The undersigned incorporator(s) have executed these Articles of Incorporation this 29 day of JULY, 1997.

 (Signature)  
 (Signature)  
 (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

FILED

97 JUL 31 AM 8:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FISHY FISH BUSINESS INC.  
(name of corporation)

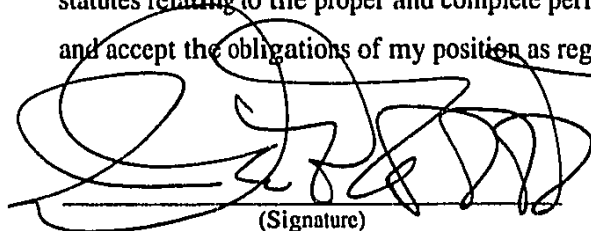
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 100 W. 63 ST APT A2  
MARATHON FL 33050  
has named JOHN F. NORWOOD

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

  
(Signature)

7/29/97  
(Date)