

P97000092049
(SAMPLE LETTER OF TRANSMITTAL)

DATE

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

Re: FISHY DIVER INC., Inc.
(Name of Corporation)

Gentlemen:

900002328699--1
-10/24/97--01021--010
****122.50 ****122.50

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 Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Jerrold BAILEY
(Individual's Name)

FILED
97 OCT 24 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FISHY DIVER INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
8526 SE LYON ST		
Hobe Sound Fl 33455		
PHONE		
(561) 596-6535		
Area Code	Number	Ext.

J. Nedeau OCT 27 1997

ARTICLES OF INCORPORATION

of

FISHY DIVER 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 DIVER INC.

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TALLAHASSEE, FLORIDA

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		
8526 SE Lyon St		
CITY	FLORIDA	ZIP
Hobe Sound		33455

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	Jerrold BAiley		
ADDRESS	8526 SE Lyon St		
CITY	FLORIDA	ZIP	
Hobe Sound		33455	

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	Jerrold BAILEY		
ADDRESS	8526 SE Lyon St		
CITY	STATE	ZIP	
	FL	33455	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME	JOHN F. NORWOOD		
ADDRESS	100 W 63 ST. APT A2		
CITY	STATE	ZIP	
	FL	33050	

ARTICLE VIII - INCORPORATORS

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

NAME	Jerrold BAILEY		
ADDRESS	8526 SE Lyon St		
CITY	STATE	ZIP	
	FL	33455	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME	JOHN F. NORWOOD		
ADDRESS	100 W. 63 ST APT A2		
CITY	STATE	ZIP	
	FL	33050	

The undersigned incorporator(s) have executed these Articles of Incorporation this _____ day of Oct. 18, 1997.

Jerrold Bailey (Signature)

[Signature] (Signature)

[Signature] (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FISHY DYER 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 8526 SE LYON ST
HOBE SOUND FL 33450

has named JERROLD BAILEY

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

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TALLAHASSEE, FLORIDA

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.

Jerrold Bailey
(Signature)

10/18/97
(Date)