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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: BARNETT, BOLT, KIRKWOOD & LONG  
CONTACT: YOLANDA A TULLO  
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

NAME: APOLLO BEACH FISHING GUIDES ASSOCIATION, INC  
AUDIT NUMBER.....H97000019327

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
APOLLO BEACH FISHING GUIDES ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

APOLLO BEACH FISHING GUIDES ASSOCIATION, INC.

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ARTICLE II

Principal Place of Business

The Principal place of business of this corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

ARTICLE III

Nature of Business

The nature of this corporation's business shall be real estate investment and management and any other activities permitted under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares which this corporation is authorized to issue is one hundred shares of common stock, having a par value of \$.01 per share.

Craig E. Behrenfeld, Esquire  
BARNETT, BOLT, KIRKWOOD & LONG  
601 Bayshore Blvd., Suite 700  
Tampa, FL 33606  
Florida Bar No. 0964750

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ARTICLE V

Registered Agent/Office

The street address of the initial registered office of the corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the corporation at that address is Leslie J. Barnett.

ARTICLE VI

Term of Existence

This corporation is to exist perpetually.

ARTICLE VII

Subscriber

The name and street address of the subscriber to these Articles of Incorporation are:

Leslie J. Barnett  
601 Bayshore Boulevard  
Suite 700  
Tampa, Florida 33606

ARTICLE VIII

Initial Directors

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors are:

Leslie J. Barnett  
601 Bayshore Boulevard  
Suite 700  
Tampa, Florida 33606

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ARTICLE IX

Indemnification

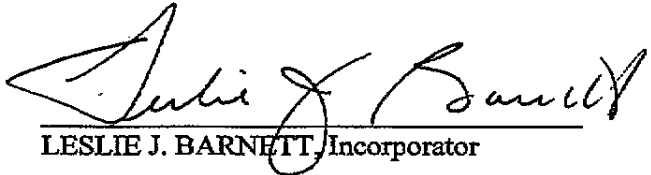
A director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Business Corporation Act of the State of Florida as same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of this corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20<sup>th</sup> day of November, 1997.

  
\_\_\_\_\_  
LESLIE J. BARNETT, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, 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: Apollo Beach Fishing Guides Association, Inc.
2. The name and address of the registered agent and office is:

Leslie J. Barnett  
 601 Bayshore Boulevard  
 Suite 700  
 Tampa, Florida 33606

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 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.

Dated: November 20, 1997

  
 \_\_\_\_\_  
 LESLIE J. BARNETT

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