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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FIRST REEF BAIT AND TACKLE, INC.

AUDIT NUMBER.....H98000003066

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

(5)

ARTICLES OF INCORPORATION
OF

FIRST REEF BAIT AND TACKLE, INC.

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

ARTICLE I - NAME

The name of this corporation is FIRST REEF BAIT AND TACKLE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2010 N. Federal Highway, Boynton Beach, Florida 33435, and the name of the initial registered agent of this corporation is Monica Baranco.

David W. Schmidt, Esq.
Simon and Schmidt
100 N.E. Fifth Avenue
Delray Beach, FL 33483
(561) 278-2601
Fla. Bar No. 355062

H98000003066

ARTICLE VI - INITIAL BOARD OF DIRECTORS

Monica Barranco
7461 High Ridge Road
Lantana, Florida 33462

Ailton Barroso
7461 High Ridge Road
Lantana, Florida 33462

ARTICLE VII - INCORPORATOR

Monica Barranco
7461 High Ridge Road
Lantana, Florida 33462

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is: 7461
High Ridge Road, Lantana, Florida 33462.

ARTICLE IX - AMENDMENT

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

ARTICLE X - PREEMPTIVE RIGHTS

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of February, 1998.

Monica Barranco
Monica Barranco

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Monica Barranco, known to me and known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 5th day of February, 1998.



DAVID W. SCHMIDT
COMMISSION # CG383944
EXPIRES SEP 09, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

David W. Schmidt
NOTARY PUBLIC
Print Name:
State of
My commission expires:
(SEAL)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First - that FIRST REEF BAIT AND TACKLE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Monica Barranco, located at 2010 N. Federal Highway, Boynton Beach, Florida 3343, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Monica Barranco
Monica Barranco
Registered Agent

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