



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 747075 149034A

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 AM 11:37

ORDER DATE : March 19, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 747075-005

CUSTOMER NO: 149034A

CUSTOMER: Mr. Jeffrey Sniadanko
PATRICK C. BARTHET, P.A.

Suite 2120
200 S. Biscayne Boulevard
Miami, FL 33131

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-03/19/98--01054--025
****122.50 ****122.50

DOMESTIC FILING

NAME: FLORIDA FISHING HEADQUARTERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

EXAMINER'S INITIALS:

2589-
W98-6180

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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March 19, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA FISHING HEADQUARTERS, INC.
Ref. Number: W98000006180

We have received your document for FLORIDA FISHING HEADQUARTERS, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00014944

RESUBMIT

Please give original
submission date as file date.

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98 MAR 20 AM 10:40
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FLORIDA FISHING HEADQUARTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 AM 11:37

ARTICLE 1.

The name of the corporation is FLORIDA FISHING HEADQUARTERS, INC..

ARTICLE 2.

The duration of the corporation shall be perpetual.

ARTICLE 3.

The aggregate number of shares that the corporation shall have authority to issue is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE 4.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5.

The corporation elects to have preemptive rights.

ARTICLE 6.

The corporation shall indemnify to the fullest extent any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal,

administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by law.

ARTICLE 7.

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE 8.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 9.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Richard A. Murray, 1420 Armitage, Chicago, Illinois
Stephen R. Murray, 81955 Old State Highway, Islamorada, Florida 33036
Robert Walczak, 81955 Old State Highway, Islamorada, Florida 33036

ARTICLE 10.

The initial registered agent of the corporation is Stephen R. Murray. The street address of the corporation's initial registered office is 81955 Old State Highway, Islamorada, Florida. This address is also the corporation's principal office and mailing address.

ARTICLE 11.

The name and address of the incorporator of the corporation is Stephen R. Murray, 81955 Old State Highway, Islamorada, Florida 33036.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: March 13, 1998


Stephen R. Murray, Incorporator

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CONSENT TO SERVE AS REGISTERED AGENT

I, **Stephen R. Murray**, hereby consent to serve as Registered Agent in the state of Florida, for **FLORIDA FISHING HEADQUARTERS, INC.**, a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: March 13, 1998.


Stephen R. Murray
Signature of Registered Agent