

5

P98000038408

310 WEST FIRST STREET  
P.O. BOX 1620  
STUART, FL 34993

ROBERT A. BURSON, P.A.  
ATTORNEYS

TEL (561) 286-1616  
FAX (561) 286-5257

ROBERT A. BURSON  
BOARD CERTIFIED REAL ESTATE LAW

April 27, 1998

*Return to  
F.I.U. FBSP*

Attorneys' Title Insurance Fund, Inc.  
660 East Jefferson Street  
Suite 200  
Tallahassee, Florida 32301

FILED  
98 APR 28 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Nothin' But Fish, Inc.

Dear Barbara:

Enclosed please find the original Articles of Incorporation, one copy for certification and Designation of Agent along with a check in the amount of \$122.50 with reference to the above described corporation.

Also enclosed is a check in the amount of fifteen (\$15.00) dollars for your fee to hand deliver the above documents to the Secretary of State Corporate Records Bureau and obtain the certification. This letter will also serve as my authorization for the Corporate Records Bureau to process the application and return the certification to Attorneys' Title Insurance Fund, Inc.

If you should have any questions, please feel free to give me a call.

Sincerely yours,

ROBERT A. BURSON, P.A.

*Robert A. Burson*

Robert A. Burson

100002503441--3  
-04/28/98-01080-022  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RAB/mal  
Enclosures  
Express Mail

F:\E\CORP\NOTHIN\BUT-FISH\LETTERS\FUND.01

RECEIVED  
98 APR 28 PM 12:15  
DIVISION OF CORPORATION

K. Rolfe APR 28 1998



310 WEST FIRST STREET  
P.O. BOX 1620  
STUART, FL 34995

ROBERT A. BURSON, P.A.  
ATTORNEYS

TEL (561) 286-1616  
FAX (561) 286-5257

ROBERT A. BURSON  
BOARD CERTIFIED REAL ESTATE LAW

April 27, 1998

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation for Nothin' But Fish, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation, one copy for certification and Designation of Agent for the above corporation. A check in the amount of \$122.50 is also enclosed for the following expenses:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

I give authorization for you to process the Articles of Incorporation and return the certification to Attorneys' Title Insurance Fund, Inc.

Thank you for your assistance, and if you have any questions, please do not hesitate to contact me.

Sincerely yours,

ROBERT A. BURSON, P.A.

Robert A. Burson

RAB\mal  
enclosures

**ARTICLES OF INCORPORATION OF  
NOTHIN' BUT FISH, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:


- FIRST: The name of the corporation is Nothin' But Fish, Inc.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.
- FOURTH: The corporation shall have authority to issue TEN THOUSAND (10,000) SHARES, all of one Class, One Dollar (\$1.00) par value.
- FIFTH: The street address of the principal office, if known, or the mailing address of the corporation is 1692 S.E. Port St. Lucie, Boulevard, Port St. Lucie, Florida 34952.
- SIXTH: The street address of its initial registered office is 1692 S.E. Port St. Lucie, Boulevard, Port St. Lucie, Florida 34952 and the name of its initial registered agent at said address is Robert S. Steen.
- SEVENTH: The number of Directors constituting its initial Board of Directors is two (2) whose names and addresses are as follows:
- Robert S. Steen  
1917 S.W. Aaron Lane  
Port St. Lucie, Florida 34953
- Cynthia A. Steen  
1917 S.W. Aaron Lane  
Port St. Lucie, Florida 34953
- EIGHTH: The name and address of the incorporator is as follows:
- Cynthia A. Steen  
1917 S.W. Aaron Lane  
Port St. Lucie, Florida 34953
- NINTH: Preemptive Rights
- A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

FILED  
98 APR 28 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- B. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
- C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.
- D. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

TENTH: The date of commencement of the corporate existence of this corporation shall be the date of the subscription and acknowledgement as set forth below.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Stuart, Florida, on April 27, 1998.

  
Cynthia A. Steen

STATE OF FLORIDA  
COUNTY OF MARTIN

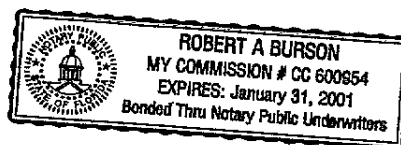
Sworn to, subscribed and acknowledged before me this on April 27, 1998, by Cynthia A. Steen who provided her drivers license as identification.



(Signature of Notary Public - State of Florida)

**ROBERT A. BURSON**

(Print, type, or stamp commissioned name of Notary Public)



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

In compliance with Sections 48.091 and 607.0501 Florida Statutes, the following is submitted:

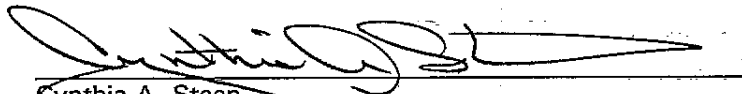
That **Nothin' But Fish, Inc.** desiring to organize or qualify under the laws of the state of Florida,  
with its principal place of business at

1692 S.E. Port St. Lucie, Boulevard  
Port St. Lucie, Florida 34952

has named

Robert S. Steen

as its agent to accept service of process within Florida.

  
Cynthia A. Steen  
Title: Incorporator  
Date: April 27, 1998

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I acknowledge that I am familiar  
with, and accept, the provisions of that position.

  
Robert S. Steen  
April 27, 1998

F:\E\CORP\NOTHIN\BUT-FISH\ARTS.01

FILED  
98 APR 28 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA