

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P98000046381**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 22 PM 12:54

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-05/22/98--01057--015  
\*\*\*\*122.50 \*\*\*\*122.50

**EFFECTIVE DATE**  
**05-21-98**

Down Island, Inc

- ☒ Art of Inc. File cert.
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature \_\_\_\_\_

Requested by: CS

Name \_\_\_\_\_ Date 5/22 Time 9:39

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

DIVISION OF CORPORATIONS  
98 MAY 22 AM 10:51

052298

ARTICLES OF INCORPORATION

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OF

DOWN ISLAND, INC.

ARTICLE I

CORPORATE NAME

The name of this corporation is: Down Island, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is Fly Fishing Retail Store. The corporation shall have all powers afforded by the State of Florida

ARTICLE III

**EFFECTIVE DATE**  
05-21-98

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of the articles of incorporation provided the articles are filed by the Department of State within five (5) days thereof.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Joseph H. Gilmartin  
5130 N. Federal Hwy.  
Ft. Lauderdale, FL. 33308

The board of directors from time to time may move the registered office to any other address in the State of Florida.

## ARTICLE VI

### BOARD OF DIRECTORS

The corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

## ARTICLE VII

### INITIAL DIRECTOR

The name of the initial director of this corporation and his street address is:

Joseph H. Gilmartin  
5130 N. Federal Hwy.  
Ft. Lauderdale, FL 33308

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

## ARTICLE VIII

### INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

Joseph H. Gilmartin  
5130 N. Federal Hwy.  
Ft. Lauderdale, FL 33308

## ARTICLE IX


### AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the

stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing articles of incorporation on the 12th day of May, 1998.

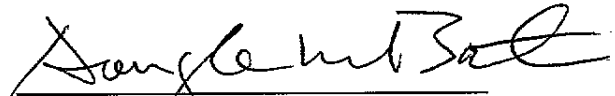
21

  
Incorporator

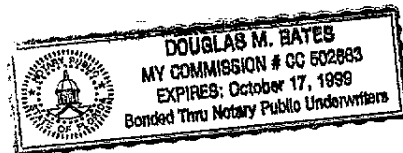
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, Joseph H. Gilmartin, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed to these Articles of Incorporation on the 12th day of May, 1998.

21

  
Notary Public

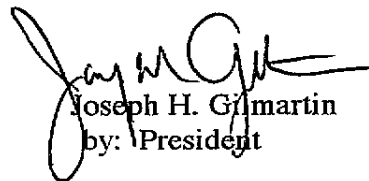
My commission expires:



cdpobms1 **CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

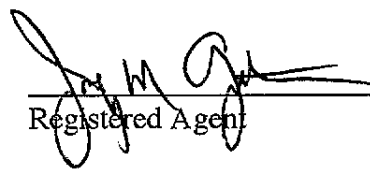
That Down Island Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 5130 N. Federal Hwy., Ft. Lauderdale, FL. 33308, has named Joseph H. Gilmartin, Broward County, State of Florida, as its agent to accept service of process within this state.

  
Joseph H. Gilmartin  
by: President

Dated: May 12, 1998  
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**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
Registered Agent  
By: Joseph H. Gilmartin

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