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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: MACFARLANE AUSLEY II (CLEARWATER)
CONTACT: PRISCILLA ADAMS
PHONE: (813) 441-8966

ACCT#: 071005001001

FAX #: (813) 442-8470

NAME: HURRICANE PASS OUTFITTERS, INC.

AUDIT NUMBER.....H98000010887

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

MACFARLANE AUSLEY II

SUBJECT: HURRICANE PASS OUTFITTERS, INC.
REF: W98000013452

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX And. #: H98000010887
Letter Number: 098A00032760

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**ARTICLES OF INCORPORATION
OF
HURRICANE PASS OUTFITTERS, INC.**

ARTICLE I

Name

The name of this corporation is Hurricane Pass Outfitters, Inc.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

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TALLAHASSEE, FLORIDA

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
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813/441-8966

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ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 12420 73rd Court, Largo, Florida 33773 and the name of the initial registered agent of this corporation is R. Nathan Hightower, Esquire, at 625 Court Street, 2nd Floor, Clearwater, Florida 33756.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Bruce Rabon	12420 73rd Court Largo, FL 33773	President/Director

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
R. Nathan Hightower	625 Court Cleveland Street 2nd Floor Clearwater, FL 33756

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

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ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

R. Nathan Hightower, Esquire
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ARTICLE XIII

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Amendment

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation this 10th day of June, 1998.



R. Nathan Hightower, Esquire
Incorporator

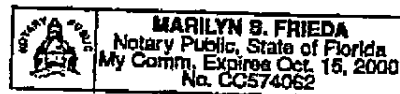
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared R. Nathan Hightower, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of June, 1998.



Marilyn S. Frieda
Notary Public
My Commission Expires:



R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

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

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

First -- That HURRICANE PASS OUTFITTERS, 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 City of Largo, County of Pinellas, State of Florida, has named **R. NATHAN HIGHTOWER** located at 625 Court Street, 2nd Floor, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



R. NATHAN HIGHTOWER
Resident Agent

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