

P98000058514

Joseph L. Diaz
Attorney at Law

June 24, 1998

EFFECTIVE DATE

7/1/98

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

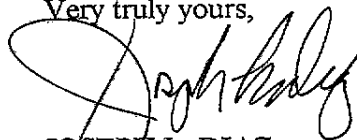
RE: Preferred Bait, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation with reference to the above-named corporation, together with my check in the amount of \$122.50 to cover the filing fees as well as the cost of a certified copy.

Please return a certified copy of the Charter, along with a copy of the articles, as soon as possible to my office.

Very truly yours,


JOSEPH L. DIAZ

JLD:pls

Enclosures

FILED
98 JUN 29 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/1/98

ARTICLES OF INCORPORATION
OF
PREFERRED BAIT, INC.

EFFECTIVE DATE
7/1/98

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is PREFERRED BAIT, INC.

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ARTICLE II: PRINCIPAL OFFICE ADDRESS

The principal office of the corporation shall be located at 1525 West Cass Street, Tampa, FL 33606, and the mailing address of the corporation shall be 1525 West Cass Street, Tampa, FL 33606.

ARTICLE III: COMMENCEMENT AND EXISTENCE

The corporation shall come into existence on July 1, 1998, and shall thereafter have perpetual existence.

ARTICLE IV: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is seven thousand (7,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 3810 Woodroffe Court, Tampa, FL 33618, and the name of the initial registered agent at such address is Ernest D. Mirabella. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) Directors, whose names and post office addresses are as follows:

ERNEST D. MIRABELLA
1525 West Cass Street
Tampa, FL 33606

JAMES G. HADLEY
1525 West Cass Street
Tampa, FL 33606

who shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of

the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director.

The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

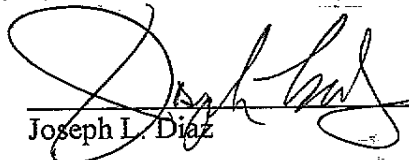
The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

Joseph L. Diaz
2522 West Kennedy Blvd.
Tampa, Florida 33609

ARTICLE IX: AMENDMENTS

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this 24th day of June, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.



Joseph L. Diaz

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

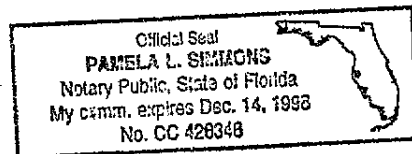
I HEREBY CERTIFY that before me personally appeared Joseph L. Diaz, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 24th day of June, 1998.



NOTARY PUBLIC

My Commission Expires:



RESIDENT AGENT CERTIFICATE

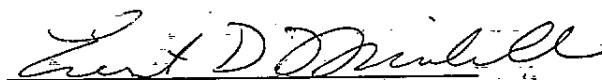
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PREFERRED BAIT, INC., desiring to organize under the laws of the State of Florida with its principal office located at 1525 West Cass Street, Tampa, FL 33606, has Ernest D. Mirabella, located at 3810 Woodroffe Court, Tampa, FL 33618, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the 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.


Ernest D. Mirabella

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA