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Charles E. Geary, P.A.
Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994

FILED

Charles E. Geary

Licensed in: Florida
Washington, D.C.



98 JUL -2 PM 2:13

Stephen C. Frasier
Of Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Licensed in: Florida
Colorado

July 1, 1998

Return to
T/U ASFP

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

100002579341--4
-07/02/98-01071-005
***122.50 ***122.50

RE: CAPTAIN JIM'S, INC.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for the above referenced Corporation and a check in the amount of \$122.50 for filing with the Secretary of State for incorporation purposes. Also enclosed is a check in the amount of \$15.00 payable to Attorneys' Title Insurance Fund. It is my understanding that you will file these corporate documents on the same day as received if received prior to 2:00 p.m. on that day. Please file them and return them to me in the enclosed prepaid UPS package. Please call me if there is any problem or delay in this matter. Thanks for your anticipated courtesy and cooperation.

Sincerely,

Charles E. Geary, P.A.

Charles E. Geary, Esquire
CEG/rg
Enclosure

JUL -2 1998
P. Hall

Thanks

RECEIVED
98 JUL -2 PM 1:33
DIVISION OF CORPORATION

Charles E. Geary, P.A.

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215 South Federal Highway, Suite 100
Stuart, Florida 34994



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July 1, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CAPTAIN JIM'S, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return a stamped in copy to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

Corpl/Sta.1tr

ARTICLES OF INCORPORATION
OF
CAPTAIN JIM'S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: CAPTAIN JIM'S, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1002 Seaway Drive, Fort Pierce, FL 34949. The mailing address of this corporation is 1002 Seaway Drive, Fort Pierce, FL 34949.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Stacey Hampton
1002 Seaway Drive
Fort Pierce, FL 34949

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Stacey Hampton
1002 Seaway Drive
Fort Pierce, FL 34949

ARTICLE VII. INITIAL DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

David Hampton
518 Ibis Drive
Delray Beach, FL 33444

Pamela Hampton
711 Forest Club Drive #508
Wellington, FL 33414

Joan Koontz
4525 Mathis Street
Lake Worth, FL 33461

Stacey Hampton
1002 Seaway Drive
Fort Pierce, FL 34949

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership of a bait and tackle business.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

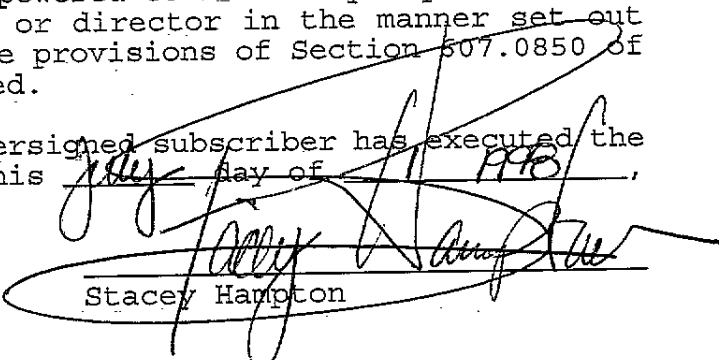
ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

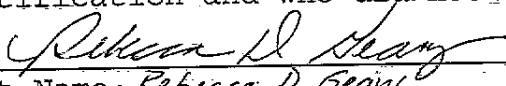
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this July day of 1998, 1998.


Stacey Hampton

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 1ST day of July, 1998 by Stacey Hampton, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.


Print Name: Rebecca D. Geary
Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
REBECCA D. GEARY
COMMISSION # CC723189
EXPIRES 6/30/2002
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

That CAPTAIN JIM'S, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1002 Seaway Drive, Fort Pierce, FL 34949, has named Stacey Hampton, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

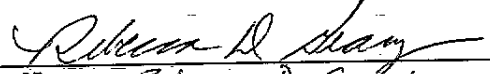
Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: 

Stacey Hampton

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15th day of July, 1998 by Stacey Hampton, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.


Print Name: Rebecca D. Geary
Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
REBECCA D. GEARY
COMMISSION # CG723199
EXPIRES 8/30/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
98 JUL -2 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA