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July 6, 1998

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

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-07/09/98--01046--010
*****78.75 *****78.75

Re: Blue Bay Outfitters, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation. Upon review of the name availability list, and upon conversation with you, we are aware of a similar name on file.

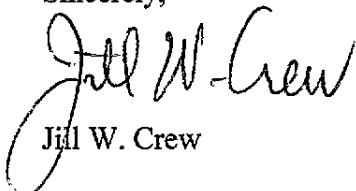
Please file these documents at your earliest opportunity and provide me with a file-stamped copy of the articles and a Certificate of Status by return mail.

I enclose a check for payment of the combined fees of :

<input type="checkbox"/> \$70	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fees	Filing Fee &	Filing Fee &	Filing Fee,
Only	Certificate of	Certified copy	Certified Copy
	Status		& Certificate
	Additional copy of articles enclosed.		

Thank you for your assistance. Please call me if you have any questions.

Sincerely,


Jill W. Crew

Enclosures

FILED
98 JUL -9 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/10/98

**ARTICLES OF INCORPORATION
OF
BLUE BAY OUTFITTERS, INC.**

FILED
98 JUL -9 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**Article I
Name of Corporation**

The name of the corporation (the "Corporation") is **Blue Bay Outfitters, Inc.**

**Article II
Principal Office**

The principal place of business of the Corporation is: 47 Highway 98 East, Destin, FL 32541.
The mailing address of the Corporation is: 47 Highway 98 East, Destin, FL 32541.

**Article III
Authorized Shares**

The maximum number of shares the Corporation is authorized to issue is 1,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article IV
Registered Agent**

The initial registered agent for the Corporation is: Crew & Crew, P.A., a Florida corporation. The street address of the Corporation's registered agent is: Crew & Crew, P.A., 25 NE Beal Parkway, Suite 210, Fort Walton Beach, Florida 32548.

Article V
Board of Directors

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Alan R. Steele
244 Parkwood Circle
Niceville, FL 32578

Louise V. Patton
244 Parkwood Circle
Niceville, FL 32578

Article VI
Incorporators

The names and addresses of the persons signing these articles of incorporation are:


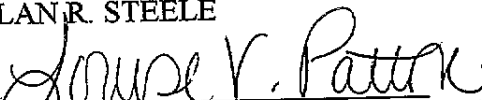
Alan R. Steele
244 Parkwood Circle
Niceville, FL 32578

Louise V. Patton
244 Parkwood Circle
Niceville, FL 32578

Article VII
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on July 6, 1998.


ALAN R. STEELE

LOUISE V. PATTON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. § 607.0501(3).

Date: July 6, 1998

Crew & Crew, P.A., a Florida
corporation.

By:


Jill W. Crew

Vice - President

FILED

98 JUL -9 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA