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DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

January 8, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Fisherman's Warehouse, Inc.

To Whom It May Concern:

EFFECTIVE DATE
1-6-99

Enclosed is an original and one photocopy of executed Articles of Incorporation for the above-referenced corporation, along with our firm check in the amount of \$122.50 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Haley Watkins

Haley A. Watkins
Paralegal

/hw
Enclosures

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TALLAHASSEE FLORIDA
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ARTICLES OF INCORPORATION
OF
FISHERMAN'S WAREHOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

NAME

The name of this corporation is Fisherman's Warehouse, Inc.

ARTICLE II.

PRINCIPAL OFFICE

EFFECTIVE DATE
1-6-99

The initial principal office and mailing address of this corporation is 2090 Palm Beach Lakes Blvd., Suite 300, West Palm Beach, Florida 33409.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of this corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock with a par value of one cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 2090 Palm Beach Lakes Blvd., Suite 300, West Palm Beach, Florida 33409. The name of the initial registered agent of this corporation at that address is William J. McEntee, III. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

William J. McEntee, III

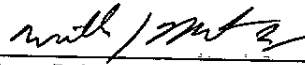
2090 Palm Beach Lakes Blvd.
Suite 300
West Palm Beach, Florida 33409

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 6th day of January, 1999.

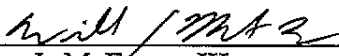


William J. McEntee, III
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FISHERMAN'S WAREHOUSE, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Fisherman's Warehouse, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2090 Palm Beach Lakes Blvd., Suite 300, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at West Palm Beach, Palm Beach County, Florida, on this 6th day of January, 1999.



William J. McEntee, III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA