

999000013600



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 131299 91054A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1999

ORDER TIME : 4:47 PM

ORDER NO. : 131299-005

CUSTOMER NO: 91054A

CUSTOMER: Mr. William F. Vivori
ADAMS & COMPANY
ADAMS & COMPANY
2141 Main Street, Suite P

Dunedin, FL 34698

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DOMESTIC FILING

NAME: NUT'IN FANCY FISHIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 12:57

99 FEB 11 AM 8:57
DIVISION OF CORPORATIONS
2/11/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 12:57

ARTICLES OF INCORPORATION
OF

NUT'IN FANCY FISHIN, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the 'corporation') is:

NUT'IN FANCY FISHIN, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is:

25 Causeway Blvd. Slip 21
Clearwater, FL 33767

THIRD: The number of shares that the corporation is authorized to issue is 100 shares, all of which are of a par value of \$1.00 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is:

880 Mandalay Drive, C-404
Clearwater, FL 33767

FIFTH: The name and the address of the incorporator are:

Brian James
P. O. Box 3991
Clearwater, FL 33767

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any share of any class of the corporation which the corporation proposed to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of

any share, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase of otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom

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it shall have to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The Board of Directors of the corporation shall consist of not less than one (1) member as fixed and determined from time to time by the shareholders.

The name and post office address of the member of the first Board of Directors is:

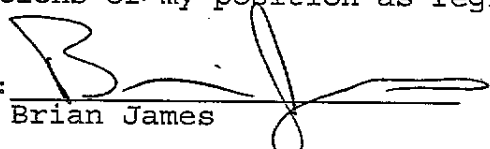
Brian James
P. O. Box 3991
Clearwater, FL 33767

ELEVENTH: The corporate existence of the corporation shall begin not later than the 90th day after the date of filing.

Signed on 2-4 1999


Brian James, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Brian James

Date: 2-4-99