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FRIGOLA, DEVANE & DORL, P.A. FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ALFRED K. FRIGOLA
WILLIAM N. DEVANE, JR.
JAMES J. DORL

January 19, 1999

Department of State
Department of Corporation
PO Box 6327
Tallahassee, Florida 32314

Re: Buly's Silverado, Inc.

7000002775657--9
-02/15/99--01114--018
*****122.50 *****78.75

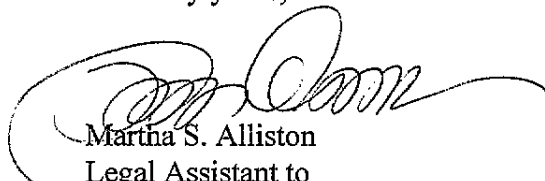
Dear Sir/Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please return a certified copy of the Articles of Incorporation.

Also enclosed is a check in the amount of \$122.50 (\$70 for filing and \$52.50 for certification of the Articles of Incorporation).

Thank you for your assistance.

Sincerely yours,


Martha S. Alliston
Legal Assistant to
Alfred K. Frigola

P. Hall

FEB 16 1999

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**ARTICLES OF INCORPORATION
OF
BULY'S SILVERADO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, do hereby form a corporation for profit under the General Laws of the State of Florida, and do hereby certify as follows:

ARTICLE I

The name of the corporation shall be **BULY'S SILVERADO, INC.**

ARTICLE II

The location of the principal place of business shall be *10307 Second Avenue, Gulf, Marathon, Florida 33050.*

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Agent for this corporation shall be *Alfred K. Frigola, Esquire, 5701 Overseas Highway, Suite 12, Marathon, Florida 33050.*

ARTICLE V

The general nature of the business to be transacted shall be the following:

1. To engage in the business of marine fisheries, including, but not limited to the purchase, sale and charter of vessels of all types and class. Harvesting, purchasing and sale of aquatic and marine life.

2. To buy, sell, trade, manufacture, deal in and deal with goods, wares, and merchandise of every kind and nature and to carry on such business as is necessary to operate a business, to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world so far as is necessary or expedient in conducting the business of the corporation; and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

3. To generally engage in, do, and perform any enterprise, act, or vocation that a natural person might or could do or perform.

4. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

ARTICLE VI

The capital stock shall consist of one thousand (1000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital before beginning business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE VIII

The number of Directors shall be at least one (1) and not more than three (3) as shall be determined by the By-Laws.

ARTICLE IX

The names and addresses of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation, By-Laws, and the General Laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors shall be duly elected and qualified, are:

NAME

Jose Perez Pupo
10307 Second Avenue, Gulf
Marathon, Florida 33050

The above-named director is also the incorporator.

ARTICLE X

The corporation reserves the right to amend, alter, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the By-Laws for issuance of Stock Certificates; and,

the corporation shall have the right of first refusal to purchase any stock issued by this corporation.

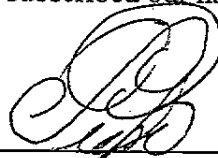
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IN WITNESS WHEREOF, we have hereunto subscribed our names on this 7th day of January, 1999.

CLERK OF STATE
TALLAHASSEE, FLORIDA

Perez Pupo



Jose Perez Pupo

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared *Jose Perez Pupo*, who, after being by me first duly sworn and cautioned, deposed and said that they read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is their free and voluntary act and deed.

Sworn to and subscribed before me this 7th day of February, 1999.



Notary Public, State of Florida

My commission expires:

I, *Alfred K. Frigola, Esquire*, hereby accept designation as Registered Agent of **BULY'S SILVERADO, INC.**



Alfred K. Frigola, Esquire