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LAW OFFICES
RICHARD J. BORECKY
P.O. Box 925
Islamorada, Florida 33036
(305) 664-9109

March 20, 1999

Secretary of State
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pin King, Inc
New Corporation filing

000002810370---7
-03/24/99--01025--002
122.50 **78.75

Dear Sirs:

I have enclosed the following:

1. Original and two (2) copies of the Articles of Incorporation of Pin King, INC.
2. Check in the amount of \$122.50 for the filing fee.

Thank you.

Sincerely,

Richard J. Borecky
Richard J. Borecky

RJB:jd

Encl

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-29-99
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ARTICLES OF INCORPORATION

OF

PIN KING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. I, the undersigned natural person and competent to contract, acting as incorporator of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

PIN KING, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on by the powers of this corporation are to any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Salt water products, and

In general, to engage in any activity or business permitted under the laws of the United States and of the State of Florida; to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under the Florida Statutes, and not forbidden by the laws of the United States and of the State of Florida.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates; to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same; and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets; to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent; and to act as brokers,

commission men, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature; and to sell, purchase and deal with merchandise of every kind or nature.

To acquire the goodwill, rights, and property; and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property; to purchase and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, political body, country, territory, state government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations, securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own shares of stock, bonds notes, debentures or other evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner

or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

To do and perform and cause to be done or performed each, any, and all of the acts and things enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to include in any or all of the general powers given.

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America or any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III - CAPITAL STOCK

The amount of capital stock which this corporation is authorized to have outstanding is one thousand shares (1000) of common stock, having a par value of One Dollar (\$1.00) per share.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of any kind, class or series, shall have the preemptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than One Thousand Dollars (\$1000.000).

ARTICLE VI - CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The address of the principal office of the corporation in the State of Florida is:
82819 Old Highway (P.O. Box 841), Islamorada, Florida 33036.

ARTICLE VIII - NUMBER OF DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors of the corporation may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE IX - FIRST BOARD OF DIRECTORS

The name and street address of the member of the first board of directors of the corporation is as follows:

FREDERICK A. CLOSE
82819 Old Highway (P.O. Box 841)
Islamorada, Florida 33036

ARTICLE X - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is:

FREDERICK A. CLOSE
82819 Old Highway (P.O. Box 841)
Islamorada, Florida 33036

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 82819 Old Highway (P.O. Box 841), Islamorada, Florida 33036 County of Monroe, State of Florida, and the name of the initial registered agent of this corporation at that address is:

FREDERICK A. CLOSE
82819 Old Highway (P.O. Box 841)
Islamorada, Florida 33036

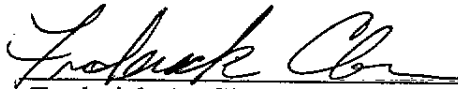
ARTICLE XII - INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS THEREOF, I do make and subscribe these Articles of Incorporation this
20th day of March, 1999.


Frederick A. Close, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF MONROE)

FILED
99 MAR 24 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid to take acknowledgments, personally appeared Frederick A. Close to me known to be the person described in and who executed the foregoing instrument and acknowledged being first duly sworn, deposes and states that he has read the above and foregoing and that the information contained therein is true and correct.

The foregoing instrument was acknowledged before me this 20th day of March, 1999, by Frederick A. Close, ☒ who is personally known to me or () who has produced as identification the following p, and who did take an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 20th day of March 1999.

 Margaret M. Howard
Commission # CC 743564
Expires June 26, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

My Commission Expires June 26, 2002

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all Statutes relative to the proper and complete performance of my duties.

By: 
Frederick A. Close