

Atkin & Friedman

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June 1, 1999

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STATE OF FLORIDA
DEPARTMENT OF STATE
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

100002893721--6
-06/03/99-01098-012
****122.50 *****78.75

Re: Katfish Traders, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process Within Florida and Acceptance of Agent Upon Whom Process May be Served for the above company. Please file the originals and return a certified copy of the Articles to this office. Our check in the amount of \$122.50 is enclosed.

Thank you for your cooperation and assistance in this matter.

Sincerely,



Howard Atkin

HA/blh
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 08 1999

**ARTICLES OF INCORPORATION
OF
KATFISH TRADERS, INC.**

ARTICLE I - KATFISH TRADERS, INC.

The name of the corporation is KATFISH TRADERS, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7904 Estero Blvd., Fort Myers Beach, Florida 33931

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TALLAHASSEE, FLORIDA

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and the name of the initial registered agent of this Corporation is KATHLEEN SCHWIND.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: KATHLEEN SCHWIND, 7904 Estero Blvd., Fort Myers Beach, FL 33931.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: KATHLEEN SCHWIND, 7904 Estero Blvd., Fort Myers Beach, FL 33931.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles on the 1 day of June, 1999.

Kathleen Schwind
KATHLEEN SCHWIND

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared KATHLEEN SCHWIND, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 15th day of JUNE, 1999.

Howard Atkin (SEAL)
Notary Public
State of Florida at Large

Official Seal



HOWARD ATKIN
COMMISSION # CC 649076
EXPIRES JUL 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

HOWARD ATKIN
Printed Name

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted.

That KATFISH TRADERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7904 Estero Blvd., Fort Myers Beach, Florida 33931, has named KATHLEEN SCHWIND, located at 7904 Estero Blvd., Fort Myers Beach, Florida 33931, as its agent to accept service of process within Florida.

DATED: 6-1-99


KATHLEEN SCHWIND

Having been named to accept service of process for the above-named corporation, at the place designated on this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.


KATHLEEN SCHWIND
Registered Agent

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TALLAHASSEE, FLORIDA

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