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June 29, 1999

VIA POSTAL SERVICE OVERNIGHT MAIL AND RETURN
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Hail Mary Fishing, Inc.

Dear Sir or Madam:

Enclosed please find original and 2(two) copies of Articles of Incorporation of the above-referenced corporation, and our check of the sum of \$70.00 to cover the following charges:

Filing fee Registered Agent

\$35,00 \$35,00

Total.....\$70.00

Please file the enclosed articles, providing us with a copy stamped with the filing date.

Thank you in advance for your assistance.

Sincerely,

Glenn M. Rice

GMR/jw

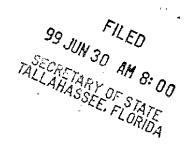
Enclosrues: As stated

CC: Hail Mary Fishing, Inc.

ARTICLES OF INCORPORATION

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HAIL MARY FISHING, INC.



The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, Adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is Hail Mary Fishing Inc. The street address of the initial principal office and the mailing address of the corporation is 201 Sherman Avenue, Panama City, Florida 32401.

SECOND:

The corporation is to commence its corporate existence on the date of the filing of these articles with Florida Department of State, and the period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is on thousand (1,000) shares of One Dollar (1.00) par value common stock.

FIFTH:

The street address of its initial registered office is 201 Sherman Avenue

Panama City, Florida 32401, and the name of its initial registered agent at said address
is Glenn M. Rice.

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers without a board of directors.

SEVENTH:

The name and address of the incorporator is as follows:

Glenn M. Rice 201 Sherman Avenue Panama City, Fl. 32401

EIGHTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29th day of June , 1999.

Glenn M. Rice, Incorporator

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was sworn to before me this 29th day of June , 1999, by Glenn M. Rice. He is personally known to me or exhibited his driver license as identification.

* My My Exp

JUDY L WOODRUFF My Commission CC520914 Expires Dec. 25, 1899 (Signature of Acknowledger)

Tudy L. Woodruff (Typed or printed name)

NOTARY PUBLIC

Certificate No. CC520914

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in these articles, I hereby state that I am familiar with and accept the obligations of the position, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

/ / Will

30 M 8: 00