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CONTACT: PEGGY HOWSER
PHONE: (941)954-8788
(941)954-5974

FAX #:

NAME: MANGROVE COAST FLY FISHERS, INC.
AUDIT NUMBER.....H9600001465B
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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WGL-22239
10/18/96*

MACLEOD & MCGINNESS
A Professional Association
1800 Second Street
Suite 750
SARASOTA, FLORIDA 34236
Telephone (941) 954-8788
Telecopier (941) 954-5974

DATE: October 17, 1996
TO: Division of Corporations/Department of State/State of Florida
CITY/STATE: Tallahassee, Florida
TELECOPY No. (904) 922-4000
CONFIRMING TELEPHONE NO.: _____
FROM: W. Lee McGinness
RE: MANGROVE COAST FLY FISHERS, INC.
TOTAL NUMBER OF PAGES (including this page): 7

COMMENTS: **Please file the attached Articles of Incorporation for the above referenced corporation. Please forward to us a confirmation of the filing of this document. Your assistance with this matter is sincerely appreciated.**

**IF YOU HAVE PROBLEMS RECEIVING THIS MESSAGE,
PLEASE CALL OUR FAX CENTER AT:(941) 954-8788**

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 18, 1998

MACLEOD & MCGINNESS

SUBJECT: MANGROVE COAST FLY FISHERS, INC.
REF: W96000022229

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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96 OCT 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MANGROVE COAST FLY FISHERS, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapters 607 and 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

MANGROVE COAST FLY FISHERS, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

Walter Hamm
2477 Stickney Point Road
Suite 112A
Sarasota, FL 34231

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

Article 4. Purpose. The general purpose for which the Corporation is organized to promote the common interests of individuals engaged in the sport of fly fishing, to promote the sport of fly fishing within the community and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: W. Lee McGinness
MacLeod & McGinness, P.A.
1800 Second Street, Ste. 750
Sarasota, Florida 34236
(941) 954-8788
Atty. Bar #520550

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The Corporation may also engage in such other activities, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax

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under Section 501(c)(7) of the Internal Revenue Code, or corresponding Section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed to one or more organizations that are organized and operated exclusively for the promotion of the common interests of fly fishing and that shall at the time qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2477 Stickney Point Road, Suite 112A, Sarasota, Florida 34231, and the name of its initial Registered Agent at that address is WALTER HAMM.

Article 9. Incorporator. The name and address of the Incorporator is as follows:

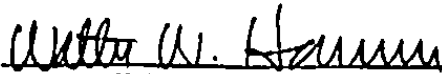
WALTER HAMM

2477 Stickney Point Road
Suite 112A
Sarasota, FL 34231

Article 10. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the members in the manner provided by the Bylaws.

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 23rd day of September, 1996.



WALTER HAMM,
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MANGROVE COAST FLY FISHERS, INC., which is contained in the foregoing Articles of Incorporation, as required by Section 617.0501, Florida Statutes.

DATED this 23rd day of September, 1996.

Walter W. Hamm
WALTER HAMM,
Registered Agent

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