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November 25, 1998

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-12/07/98--01105--019
122.50 **78.75


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

Re: Filing of Articles of Incorporation
SPORT FISHING WORLDWIDE, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation of SPORT FISHING WORLDWIDE. We also enclose our check in the amount of \$122.50 as filing fee.

Very truly yours,


WALLACE F. STALNAKER

WFS/pjn

Encls. as Noted

Dmc
12/9/98

FILED
98 DEC -7 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
SPORT FISHING WORLDWIDE, INC.

98 DEC -7 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is SPORT FISHING WORLDWIDE, INC.

ARTICLE II - ADDRESS

The address of the principal office of the corporation is 9403 Kenwood Rd., Suite C110, Cincinnati, Ohio 45242 and the mailing address of the corporation is the same.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles or until such time as it shall be dissolved by law.

ARTICLE IV - EFFECTIVE DATE

The effective date of the corporation is as of the date of filing.

ARTICLE V - PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall

be designated "common shares". Any and all such "common shares" shall be one class only.

ARTICLE VII - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO Directors initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are:

IAN C. JACK, CEO
9403 Kenwood Road, Suite C110
Cincinnati, Ohio 45242

SCOTT E. RUPRECHT, President
9403 Kenwood Road, Suite C110
Cincinnati, Ohio 45242

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is: IAN C. JACK, 9403 Kenwood Road, Suite C110, Cincinnati, Ohio 45242.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 300 International Parkway #376, Heathrow, Florida 32746 and the Registered Agent is:

WALLACE F. STALNAKER, JR.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of December, 1998.


IAN C. JACK

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



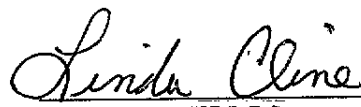
WALLACE F. STALNAKER, JR.

Date: Nov 25, 1998

STATE OF Florida)
COUNTY OF Sevier)

The foregoing instrument was acknowledged before me by WALLACE F. STALNAKER, JR. who is personally known to me or who has produced _____ as identification and who did acknowledge that he is the person who executed the foregoing Articles of Incorporation and he acknowledged that he did accept the duties of resident agent for the foregoing corporation as indicated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 25th day of November, 1998.



NOTARY PUBLIC
My Commission Expires:

