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Steven J. Richey, P.A.

Steven J. Richey
Attorney & Counselor at Law

August 1, 2000

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Rod 'N Reel Association, Inc.

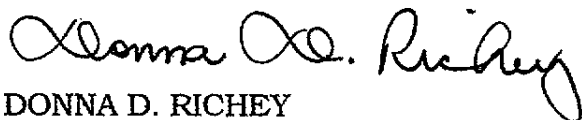
Dear Sirs:

Enclosed herewith is an original and a duplicate copy of Articles of Incorporation for the above referenced corporation for your consideration and filing if same meets with your approval.

Also enclosed is a check in the amount of \$78.75 representing the filing fee, resident agent fee and fee for a certified copy of the Articles. When filed, I would appreciate your furnishing me with a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,



DONNA D. RICHEY
Legal Assistant to STEVEN J. RICHEY

DDR/dmh
Enclosures

FILED
00 AUG -3 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION

OF

ROD 'N REEL ASSOCIATION, INC.

FILED
00 AUG -3 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is ROD 'N REEL ASSOCIATION, INC., and its principal place of business is 10842 Lake Harris Circle, Tavares, Florida 32778, with a mailing address of 10842 Lake Harris Circle, Tavares, Florida 32778.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

**ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The initial registered office of this corporation and the name of its initial registered agent at such

address are:

STEVEN J. RICHEY, ESQUIRE
Steven J. Richey, P.A.
1009 North Fourteenth Street
Post Office Box 492460
Leesburg, FL 34749-2460

ARTICLE VI

OFFICERS

The names and post office addresses of each of the officers of the corporation are:

| | |
|--------------------------|---|
| PRESIDENT: | KENNETH SCHMIDT 10842 Lake Harris Circle Tavares, FL 32778 |
| VICE PRESIDENT: | PAUL A. FRANDSEN 10842 Lake Harris Circle Tavares, FL 32778 |
| SECRETARY/ TREASURER: | ELWIN DAVIS 10842 Lake Harris Circle Tavares, FL 32778 |

ARTICLE VII

INCORPORATORS

The name and address of each of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| KENNETH SCHMIDT | 10842 Lake Harris Circle Tavares, FL 32778 |
| PAUL A. FRANDSEN | 10842 Lake Harris Circle Tavares, FL 32778 |
| ELWIN DAVIS | 10842 Lake Harris Circle Tavares, FL 32778 |

ARTICLE VIII

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

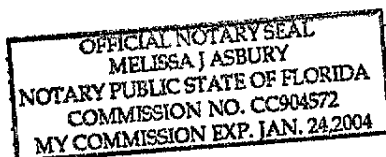
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31 day of July, 2000.

Kenneth Schmidt
KENNETH SCHMIDT
Paul A. Frandsen
PAUL A. FRANDSEN
Elwin Davis
ELWIN DAVIS

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KENNETH SCHMIDT, who is personally known to me to be the persons described in (yes/no) or who produced Florida Drivers Licenses # 5530-505-26-0060 as identification, and who executed the foregoing document, and who acknowledged before me that he executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 31 day of July, 2000.

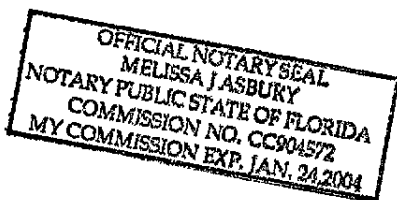


Melissa J. Asbury
Signature of Notary
Melissa J. Asbury
Print Name of Notary
NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PAUL A. FRANDSEN, who is personally known to me to be the persons described in (yes/no) or who produced Florida Drivers Licenses # F653-681-30-4460 as identification, and who executed the foregoing document, and who acknowledged before me that he executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 31 day of July, 2000.

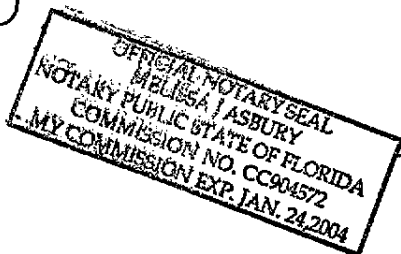


Melissa J. Asbury
Signature of Notary
Melissa J. Asbury
Print Name of Notary
NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ELWIN DAVIS, who is personally known to me to be the persons described in (yes/no) or who produced Florida Drivers Licenses # D120-214-20-0880 as identification, and who executed the foregoing document, and who acknowledged before me that he executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 31 day of July, 2000.



Melissa J. Asbury
Signature of Notary
Melissa J. Asbury
Print Name of Notary
NOTARY PUBLIC STATE OF FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Steven J. Richey
STEVEN J. RICHEY, ESQUIRE
REGISTERED AGENT