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THOMAS J. DOWDELL, III

ATTORNEY AT LAW

POST OFFICE BOX 522376
MARATHON SHORES, FL 33052-2376

11300 OVERSEAS HIGHWAY
MARATHON, FL 33050-3465
AREA 305-743-6578
(FAX 305-743-9498)

December 31, 1997

Secretary of State
Division of Corporations, The Capitol
P. O. Box 6327
Tallahassee, FL 32314

4000002389254--6
-01/05/98--01044--011
*****70.00 *****70.00

RE: International Angler Adventures, Inc.

Gentlemen:

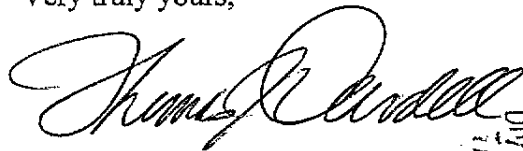
I am enclosing herewith an original Articles of Incorporation for the referenced Corporation. I am also enclosing my check for \$70.00 which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Total	\$ 70.00

Please file the Articles of Incorporation.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Thomas J. Dowdell, III

TJD:kje
Enclosures

FILED
98 JAN -5 PM 3:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1-7-98

ARTICLES OF INCORPORATION
FOR
INTERNATIONAL ANGLER ADVENTURES, INC.

FILED
98 JAN -5 PM 3:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, Non-Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of this corporation shall be: INTERNATIONAL ANGLER ADVENTURES, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

INTERNATIONAL ANGLER ADVENTURES, INC
140 Madera Road
Islamorada, FL 33036

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is:

- A. To provide funding for education in ecology, biology and related sciences;
- B. To provide educational opportunity to persons interested in the fields of fisheries sciences;
- C. To provide funding for the protection of fisheries habitats; and
- D. To organize and conduct fishing tournaments to be held throughout the world, for the purpose of raising funds to be used in the furtherance of the goals of providing education to those interested in the protection of fisheries habitats.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

There shall be (3) directors initially. Directors shall serve for one year and shall be elected by the members of the corporation at the annual meeting called for that purpose.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Suzan Baker, 82994 Overseas Highway, Islamorada, FL 33036.

ARTICLE VII INCORPORATORS


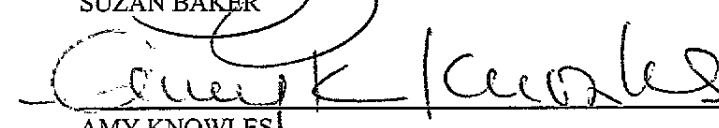
The names and street addresses of the incorporators for these Articles of Incorporation are:

Suzan Baker
82994 Overseas Highway
Islamorada, FL 33036

Amy Knowles
140 Madera Road
Islamorada, FL 33036

The undersigned incorporators have executed these Articles of Incorporation this 31ST day of December, 1997.


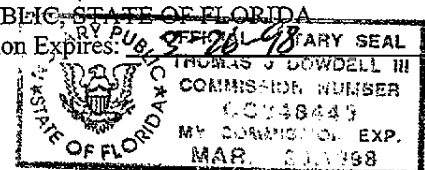
Signatures of the Incorporators:


SUZAN BAKER

AMY KNOWLES

STATE OF FLORIDA
COUNTY OF MONROE

Before me the undersigned authority, personally appeared SUZAN BAKER and AMY KNOWLES, personally known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31ST day of December, 1996.


Printed Name: THOMAS J. DOWDELL, III
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 03/26/98


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 JAN -5 PM 3:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the corporation is: INTERNATIONAL ANGLER ADVENTURES, INC.
2. The name and address of the registered agent and office is:

Suzan Baker
82994 Overseas Highway
Islamorada, FL 33036

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.


SUZAN BAKER

DATE: ^{December 31}~~November~~ _____, 1997