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LANDT, WIECHENS, LaPEER & AYRES

A Partnership Including Professional Associations

ATTORNEYS AT LAW

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* Board Certified: Civil Litigation and
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November 15, 1999

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

000003048920--7
-11/18/99--01065--005
****147.50 *****87.50


Re: Flyfishing Campfire, Inc.

Dear Sirs:

Relative the above corporation, enclosed please find original and one copy of Articles of Incorporation for filing with your office. Also enclosed please find my check made payable to your order in the amount of \$147.50 to cover the cost of filing fees and one certified copy of the Articles. Please return one certified copy to my above Ocala post office address.

Thanking you in advance for your prompt attention in this regard,
I am

Very truly yours,


Eugene A. Wiechens

EAW/wm

Enclosures

FILED
1999 NOV 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eugene W. _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT III
DATE 11-22-99
DOC. EXAM GA

A Howell NOV 22 1999

ARTICLES OF INCORPORATION

OF

FLYFISHING CAMPFIRE, INC.

A FLORIDA NONPROFIT CORPORATION

FILED

1999 NOV 18 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is FLYFISHING CAMPFIRE, INC. The mailing address and initial principal office of the corporation is 445 Northeast 8th Avenue, Ocala, Florida 34470.

ARTICLE II

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

Purposes

The corporation is organized to promote fly-fishing, or purposes not for pecuniary profit and not specifically prohibited to non-profit corporations under the laws of the State of Florida.

ARTICLE IV

Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the purposes of the corporation. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to directors, officers, or members except as reasonable compensation for services rendered to the corporation,

as reimbursement for expenses incurred in connection herewith, or as benefits conferred upon members in conformity with the corporation's purposes.

ARTICLE V
Membership

The number and classes of members of each class may be set forth in the Bylaws.

ARTICLE VI
Location of Initial Registered Office
and Name of Initial Registered Agent

The street address of the initial registered office of the corporation is 445 Northeast Eighth Avenue, Ocala, Florida 34470. The name of the initial registered agent at such address is EUGENE A. WIECHENS.

ARTICLE VII
Initial Directors

There shall be three (3) directors constituting the initial board of directors. The directors shall be elected by the members entitled to vote in accordance with the Bylaws. The number of directors may be increased or decreased provided in the Bylaws, but the corporation may never have fewer than three (3) directors.

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is EUGENE A. WIECHENS, 445 Northeast Eighth Avenue, Ocala, Florida 34470.

ARTICLE IX
Indemnification of Directors and Officers

The corporation is specifically authorized to make provisions for the indemnification of directors, officers, agents and employees to the fullest extent permitted by law.

ARTICLE X
Shares

The corporation shall have no capital stock.

The undersigned, being the undersigned incorporator of this corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida has executed these Article of Incorporation on this the 15th day of November, 1999.

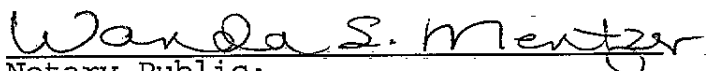


EUGENE A. WIECHENS

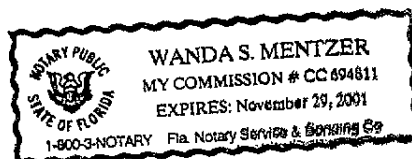
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15th day of November, 1999, by EUGENE A. WIECHENS, who is personally known to me.

My Commission Expires:



Notary Public:
State of Florida at Large



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

EUGENE A. WIECHENS is desiring to organize as a corporation under the laws of the State of Florida, has designated 445 Northeast Eighth Avenue, Ocala, Florida 34470, and has named EUGENE A. WIECHENS, located at said address, as its Initial Registered Agent.


EUGENE A. WIECHENS

Having been named Registered Agent for the above state corporation. at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes, Section 48.091 relative to keeping the office open.


EUGENE A. WIECHENS

FILED
1999 NOV 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA