

Law Offices

# HOLLAND & KNIGHT LLP

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West Palm Beach

January 28, 2000

JACQUELINE V. MEDAS  
561-650-8338

Internet Address  
jmedas@hklaw.com

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

100003116541--7  
-01/31/00--01116--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of Royce Outdoors, Inc.

Dear Sir/Madam:

Enclosed are the above-referenced Articles of Incorporation and a check in the amount of \$78.75 to cover the filing fees.

Thank you very much.

Very truly yours,

HOLLAND & KNIGHT LLP

*Jacqueline V. Medas*  
Jacqueline V. Medas  
Legal Assistant to Ray Royce

/jvm  
Enclosures

WPB1 #165576 v1

FILED  
2000 JAN 31 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2000 JAN 31 PM 12:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROYCE OUTDOORS, INC.**

The undersigned hereby forms a corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

**ARTICLE I**

The name of this Corporation shall be ROYCE OUTDOORS, INC.

**ARTICLE II**

The principal office and mailing address of the Corporation is 1955 Virginia Avenue, Lake Placid, Florida 33852.

**ARTICLE III**

The general nature of the business to be transacted by this Corporation shall be outdoor recreational activities and any other lawful business activities permitted by law.

**ARTICLE IV**

The Corporation shall have the authority to issue five hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

The period of this Corporation's existence is perpetual.

**ARTICLE VI**

The street address of the initial Registered Office of this Corporation is 625 N. Flagler Drive, Suite 700, West Palm Beach, Florida 33401; and the initial Registered Agent of this Corporation is RAYMOND W. ROYCE.

## ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is two (2), whose names and addresses are as follows:

Steven L. Royce  
1955 Virginia Avenue  
Lake Placid, FL 33852

Raymond D. Royce  
1880 Virginia Avenue  
Lake Placid, FL 33852

## ARTICLE VIII

The name and address of the Incorporator is as follows:

Raymond W. Royce, Esq.  
Holland & Knight LLP  
625 N. Flagler Drive, Suite 700  
West Palm Beach, FL 33401

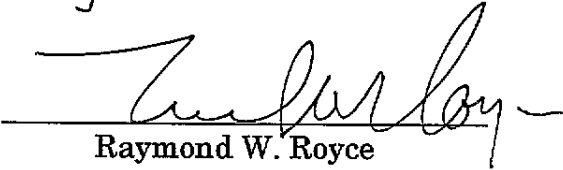
## ARTICLE IX

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

## ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of ROYCE OUTDOORS, INC. for the uses and purposes aforesaid this 2<sup>nd</sup> day of January, 2000.

  
Raymond W. Royce

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2000, by Raymond W. Royce, as Incorporator, who is personally known to me or has produced \_\_\_\_\_, as identification.

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA  
JACQUELINE V. MEDAS  
COMMISSION # CC731833  
EXPIRES 4/7/2002  
BONDED THRU ASA 1-888-NOTARY1

NOTARY PUBLIC

Jacqueline V. Medas  
JACQUELINE V. MEDAS

Print Name

My commission expires\_\_

My commission No.

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2000 JAN 31 PM 12:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF A DOMESTIC  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

\*\*\*\*\*

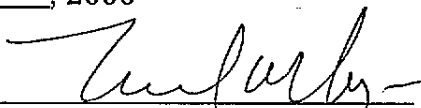
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ROYCE OUTDOORS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Lake Placid, Highlands County, State of Florida, has named Raymond W. Royce, Holland & Knight LLP, 625 N. Flagler Drive, Suite 700, West Palm Beach, FL 33401, as its Agent to accept Service of Process within this state.

**A C K N O W L E D G M E N T**

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 27<sup>th</sup> day of January, 2000

  
Raymond W. Royce  
Registered Agent