

Kirkpatrick & Lockhart LLP

Miami Center- 20th Floor
201 South Biscayne Blvd
Miami, FL 33131-2399
305.539.3300
www.kl.com

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

P 000000024547

April 3, 2000

VIA FEDERAL EXPRESS

200003195292--0

-04/04/00--01072--005
*****78.75 *****78.75

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of Tanner Tackle, Inc. into Fishinglife Acquisition Co.

Ladies and Gentlemen:

Enclosed are Articles of Merger, in duplicate, effecting the merger of Tanner Tackle, Inc. with and into Fishinglife Acquisition Co. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00 per corporation
Certified Copy	<u>8.75</u>
Total	\$ 78.75

Please return the certified copy of the Articles to me. Thank you very much for your cooperation with this matter.

*Merger
4-14-01
JES*

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

FILED
00 APR -4 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TANNER TACKLE, INC., a Florida corporation, V42441

INTO

FISHINGLIFE ACQUISITION CO. which changed its name to

TANNER TACKLE, INC., a Florida entity, P00000024547

File date: April 4, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
TANNER TACKLE, INC.

FILED
00 APR -4 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO
FISHINGLIFE ACQUISITION CO.

Pursuant to the provisions of Chapter 607, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. TANNER TACKLE, INC., a Florida corporation (the "Merging Corporation"), shall be merged with and into FISHINGLIFE ACQUISITION CO., a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors and shareholders of the Merging Corporation on March 21, 2000, and the sole shareholder and directors of the Surviving Corporation on March 21, 2000.

5. The name of the Surviving Corporation after the Merger shall be Tanner Tackle, Inc.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers as of March 31, 2000.

TANNER TACKLE, INC.

By: 

Name: Dick Tanner
Its: President

FISHINGLIFE ACQUISITION CO.

By: 

Name: David A. Raehpour
Its: President

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of this 21 day of March __, 2000, by and between Tanner Tackle, Inc., a Florida corporation (the "Merging Corporation"), and Fishinglife Acquisition Co., a Florida corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger**. Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date**. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **Effect of Merger**. Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall become Tanner Tackle, Inc. without further act or deed.

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation**. Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their

successors are duly elected and qualified in the manner provided for in the Acquisition Agreement (as defined herein).

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof, in exchange for the right to receive the Merger Consideration (as defined in Section 1.2 of that certain Merger Agreement (the "Merger Agreement") of even date herewith among the Merging Corporation, the Surviving Corporation and the shareholders of the Merging Corporation).

6. **Articles of Merger.** At Closing (as defined in the Merger Agreement), the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

TANNER TACKLE, INC.

By: 

Name: Dick Tanner

Title: President

FISHINGLIFE ACQUISITION CO.

By: 

Name: David A. Raehpour

Title: President