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February 29, 2000

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Secretary of State Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **Tail Gunner Lures, Inc.**

Dear Sir:

Please find enclosed Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$87.50 for the filing fee and certificate of status. Please return a certified copy of the Articles of Incorporation to the above address.

Thank you for your cooperation. Should you have any questions or need additional information, please feel free to call me.

Sincerely,

Lisa M. Moore

Lisa M. Moore
Richard S. Annunziata

/Imm
enc.
cc: Brien Spina

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FILED
00 MAR -7 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TAIL GUNNER LURES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is: TAIL GUNNER LURES, INC.

ARTICLE TWO

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation shall be 415 San Juan Avenue,
Naples, FL 34113

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, except as is inconsistent with the express provisions of these Articles.

ARTICLE FOUR

SHARES

The corporation is authorized to issue One Hundred (100) shares of common stock, all of one class, at one dollar (\$1.00) par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise these preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. A holder of preferred stock that may hereafter be issued shall not, solely because of his or her holdings of preferred stock, have a right to purchase shares of any class that may hereafter be issued by the corporation.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the registered office shall be 415 San Juan Avenue, Naples, FL 34113, and the name of the registered agent at such address shall be Brien Spina.

ARTICLE SEVEN

INCORPORATOR

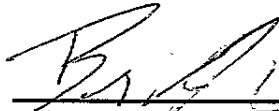
The name and address of the incorporator signing these Articles of Incorporation is Brien Spina, 415 San Juan Avenue, Naples, FL 34113.

ARTICLE EIGHT

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 2000.



Brien Spina, Incorporator

FILED
00 MAR -7 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, 617.023, and 607.034, the following
is submitted:

TAIL GUNNER LURES, INC.

desiring to organize as a corporation under the laws of the State of Florida, has designated Tail
Gunner Lures, Inc. 415 San Juan Avenue, Naples, FL 34113, as its initial Registered Office, and has
named Brien Spina, located at said address, as its initial Registered Agent.


Brien Spina

Having been named Registered Agent for the above stated corporation, at the designated
Registered Office, the undersigned is familiar with and accepts the obligations of said appointment,
and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.023, and 607.034
relative to keeping open said office.


Brien Spina
Registered Agent