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**LETTER OF TRANSMITTAL**

June 7, 2000

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-06/12/00--01114--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

TO: FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation

Enclosed please find:

( )	For your information	( )	For filing
( )	no action required	( )	For Correction
( )	For signature and return	( )	Per your request
( )	For signature and forwarding	( )	Per our conversation
( )	as noted below	( )	Approved
( )	For review and comment	( )	Approved as noted
( )	For distribution	( )	Disapproved
( X )	For necessary action	( X )	See comments below

**Comments:** Please find enclosed Articles of Incorporation for D and R SALTWATER TACKLE, INC. Please also find our trust account check number 6821, in the amount of \$78.75 for Filing Fees, Copy Fees, and Registered Agent Fees. If you have any questions regarding these documents, please do not hesitate to contact our offices.

Very truly yours,

Alicia Montijo  
Legal Assistant to  
Fernando M. Palacios, Esq.

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**ARTICLES OF INCORPORATION  
OF  
D and R SALTWATER TACKLE, INC.**

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**ARTICLE 1. CORPORATE NAME**

The name of this corporation is D and R SALTWATER TACKLE, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is 3949 Harbor City Boulevard, Melbourne, Florida, 32935.

**ARTICLE III**

The maximum number of shares this corporation is authorized to issue is 1000, no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters which shareholders have the right to vote.

**ARTICLE IV. REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are DONALD S. BECKER, 3949 Harbor City Boulevard, Melbourne, Florida, 32935.

**ARTICLE V. INCORPORATORS**

The name and address of the incorporators of these articles of incorporation are

Name: DONALD S. BECKER

Address: 3949 Harbor City Blvd.  
Melbourne, Florida 32935

**FILED**  
00 JUN 12 PM 1:07  
RECEIVED COPY OF STATE  
MILLASSEE, FLORIDA

#### **ARTICLE VI. EFFECTIVE DATE**

The corporation shall commence its existence immediately. The term of its existence is perpetual.

#### **ARTICLE VII. PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the Florida General Corporations Act.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS.**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

#### **ARTICLE IX. DIRECTORS**

The initial Board of Directors of the corporation shall consist of one member. The name and address of the first Board of Directors is:

Name: DONALD S. BECKER  
3949 Harbor City Boulevard  
Melbourne, Florida 32935


The undersigned have executed these articles of incorporation on June 7, 2000 .

  
\_\_\_\_\_  
DONALD S. BECKER, Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

On this 7<sup>th</sup> day of June, 2000 before me a notary public, the undersigned officer, personally appeared DONALD S. BECKER, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes therein described.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

**FILED**  
80 JUN 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is D and R SALTWATER TACKLE, INC.
2. The name and address of the registered agent and office is:

DONALD S. BECKER  
3949 Harbor City Boulevard  
Melbourne, Florida 32935

3. The name and address of the officers are:

President: DONALD S. BECKER

Vice President: JEANNIE W. BECKER

Secretary: DONALD S. BECKER

Treasurer: JEANNIE W. BECKER

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.

*Donald S. Becker*

DONALD S. BECKER, Registered Agent