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KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500
RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

May 29, 2001

TFKiesel@aol.com

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

800004335688--2
-05/31/01--01043--004
*****78.75 *****78.75

Re: Outdoor Accessories of Florida, Inc.

Dear Ladies and Gentlemen:

In regard to the above referenced corporation, please find enclosed the following:

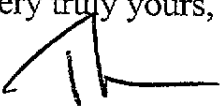
1. Original and one copy of Articles of Incorporation;
2. Check in the amount of \$78.75, to cover the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	<u>\$ 8.75</u>

TOTAL AMOUNT: \$ 78.75


Please file the Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,


Thomas F. Kiesel

TFK/sns
Enclosure
cc: Mr. Mark Apter

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 31 11 2:15

 6/6/01

ARTICLES OF INCORPORATION
OF
OUTDOOR ACCESSORIES OF FLORIDA, INC.

2001 MAY 31 PM 2:15

STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this corporation is OUTDOOR ACCESSORIES OF FLORIDA, INC., and its address is 16145 Old US 41 Road, Fort Myers, FL 33912.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 16145 Old US 41 Road, Fort Myers, FL 33912, and the name of the initial registered agent of this corporation at that address is MARK APTER.

ARTICLE VI

Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation who shall hold office, unless otherwise provided in the duly adopted Bylaws of this corporation, for the first year of existence of the corporation or until his successors are elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARK APTER	16145 Old US 41 Road Fort Myers, FL 33912

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate Bylaws, are as follows:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
MARK APTER 16145 Old US 41 Road Fort Myers, FL 33912	President/Vice- President/Secretary/Treasurer

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles as subscriber to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
MARK APTER 16145 Old US 41 Road Fort Myers, FL 33912	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board Of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board Of Directors may participate in special meetings of the Board Of Directors by means of conference telephone as provided by law, but regular meetings of the Board Of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XII

Compensation

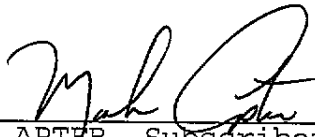
The Directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board Of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this 24th day of MAY, 2001.



MARK APTER, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 24th day of MAY, 2001, by MARK APTER, who is (☒) personally known to me or who has () produced _____ as identification and who () did or (☒) did not take an oath.



NOTARY PUBLIC

My commission expires:



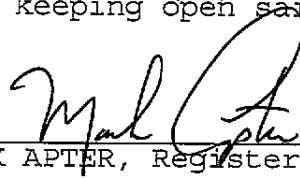
Thomas F. Kiesel
MY COMMISSION # CC691773 EXPIRES
February 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

5001 MAY 31 PM 2:15

STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



MARK APTER, Registered Agent