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Transmittal Letter

November 30, 2001

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

000004711770--0  
-12/06/01-01050--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Subject: Ray-Pro Tackle Company**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$ 87.50      Filing Fee, Certified Copy and Certificate

**FROM:      Deborah Kaicher Pastran, Esquire**  
333 NE Campbell Drive  
Homestead, FL 330300

305-246-2122

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01 DEC -6 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Ray-Pro Tackle Company**

**I.  
Name**

The name of the Corporation is **Ray-Pro Tackle Company**, hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is **18651 Lenaire Drive, Miami, FL 33157**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is **Raymond T. Cheek, Jr., 18651 Lenaire Drive, Miami, FL 33157**.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be: **Manufacture fishing tackle**

**VI.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **100**, each share to have a par value of **\$1.00**. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
<b>Deborah Kaicher Pastran, Esq.</b>	<b>333 NE Campbell Drive Homestead, FL 33090</b>

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: **3**  
The name(s) and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
<b>Raymond T. Cheek, Jr.</b>	<b>18651 Lenaire Drive Miami, FL 33157</b>
<b>Raymond T. Cheek, Sr.</b>	<b>3680 57<sup>th</sup> Avenue Vero Beach, FL 32966</b>
<b>Sandra M. Cheek</b>	<b>18651 Lenaire Drive Miami, FL 33157</b>

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from **January 1** to **December 31** of each year.

**XII.**  
**Articles of Incorporation**

The Shareholders reserve the right to revise, replace, restate, and amend the Articles of Incorporation of the firm. A majority vote is required for any revision amendment, or change to the Articles.

**XIII.**  
**When Articles of Incorporation Effective**

This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 3rd day of December, 2001.

[Signature]  
Signature/Incorporator

12-3-01  
Date

*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.*

[Signature]  
Signature/Registered Agent

NOV 29, 2001  
Date

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01 DEC -6 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida  
County of Miami-Dade

BEFORE ME, the undersigned authority, on this day personally appeared Raymond T. Cheek, Jr., known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 29 day of  
November, 2001.

Molly B. Fisher  
Notary Public in and for the  
State of Florida

My Commission Expires:

