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January 12, 1995

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
+122.50 +122.50

Re: Lure-'Em Lures, Inc.

Dear Sir/Madam:

In connection with the above corporation, I have enclosed the original and a copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for the required filing fee and certified copy of the Articles.

Please file the Articles and return the certified copy to me at the above address, and thank you for your assistance in this matter.

Very truly yours,

GRIFFIN, HELWIG

GH/abc
Encl.

SECRETARY OF STATE
TALLAHASSEE, FL

95 JAN 17 1995

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ARTICLES OF INCORPORATION
OF
LURE-'EM LURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is LURE-'EM LURES, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 69 College Drive, #4, Jacksonville, Florida, 32065. The name of the initial registered agent and address of the registered agent for the corporation is LARRY M. SLOAN, 69 College Drive, #4, Jacksonville, Florida, 32065.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Darryl G. Stahler	69 College Drive, #4 Jacksonville, Florida 32065
Larry M. Sloan	12171 Travertine Trail Jacksonville, Florida 32223

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry M. Sloan	12171 Travertine Trail Jacksonville, Florida 32223

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

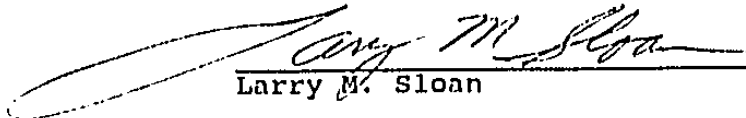
ARTICLE XI - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

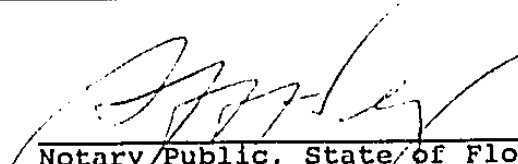
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 11 day of January, 1995.


Larry M. Sloan

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11 day of January, 1995, by LARRY M. SLOAN, who is personally known to me or produced _____ as identification.


Notary Public, State of Florida
GRIFFIN HELWIG
Name of Notary Public Typed,
Printed or Stamped

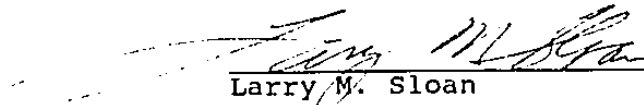
My commission expires



GRIFFIN HELWIG
My Commission CC388718
Expires Jun. 25, 1998
Bonded by ANB
800-852-5878

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of LURE-EM LURES, INC.


Larry M. Sloan