

LAW OFFICES
BENJAMIN T. SHUMAN

611 N. PINE HILLS ROAD
ORLANDO, FLORIDA
32808

(407) 295-4701

January 31, 1995

P95000010916

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: F & D DISTRIBUTING, INC.

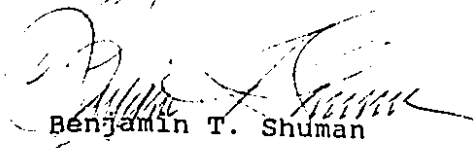
Gentlemen:

I enclose herewith original and copy of Articles of Incorporation for the above-captioned corporation together with my check in the amount of \$122.50 representing payment for the following:

Filing Fee	35.00
Resident Agent Designation (Contained within Articles)	35.00
Certified copy of Charter	52.50

Please furnish me with a certified copy of the Charter. Thank you for your cooperation in this matter.

Very truly yours,


Benjamin T. Shuman

BTS:ls
Enclosures

2/9/95
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ARTICLES OF INCORPORATION
OF
F & D DISTRIBUTING, INC.

FILED
FEB - 5 1968
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is F & D DISTRIBUTING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business and shall have the power and authority to engage in the business of wholesale distribution of: fishing tackle, equipment, and supplies; goods of all kinds utilized in sport and commercial fishing; chemicals, foods, and supplies for fish and aquarium care and maintenance; and merchandise of every kind and description incident to the foregoing.

In addition to, and not in limitation of, other powers conferred by the laws of the State of Florida, this corporation shall have the following powers and authority:

The corporation shall have the right to deal in franchises, patents, licenses, royalties, and all forms of dealership, distributorship, factory representative, and other agreements incident to the conduct of it's business.

The Corporation shall have the power to acquire Patents, trademarks, and trade names in its own name pursuant to State and Federal Law.

The Corporation shall have the power to adopt and register fictitious names, as well as to register trade names, and to utilize registered trade names, trademarks, copyrights, and patents as owner or licensee.

The Corporation shall have the power, but shall be under no duty, to establish qualified employee retirement benefit programs and contribute to employee profit sharing programs and health care programs. The Corporation shall have the power to purchase life

insurance on the lives of its officers, directors, shareholders, or employees for any proper business purpose.

The specification of these particular powers shall be deemed to be in addition to and not in lieu of, or limitation of, the powers granted to Corporations for profit under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - 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 pro rata share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, which is also the principal office and mailing address of this corporation, is 1275 Bennett Dr. Unit 150, Longwood, FL 32750, and the name of the initial registered agent of this corporation at that address is Joseph W. Scott III.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Joseph W. Scott III

2428 Atrium Circle
Orlando, FL 32808

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Joseph W. Scott III

2428 Atrium Circle
Orlando, FL 32808

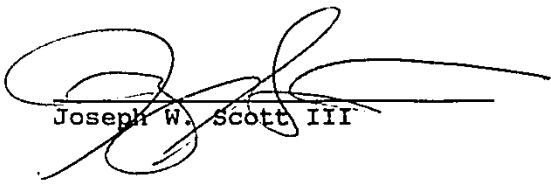
ARTICLE IX - BY-LAWS

The power to adopt by-laws shall be vested initially in the organizers of this corporation. Said by-laws may thereafter be amended by the directors or the shareholders except that the directors shall have no authority to amend a by-law if expressly prohibited by shareholders.

ARTICLE X - AMENDMENT

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 subscribers have executed these Articles of Incorporation this 24th day of January, 1995.


Joseph W. Scott III

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1995, by Joseph W. Scott III who is personally known to me or who has produced N/A Driver's License No. N/A as identification.

NOTARIAL
SEAL



LORETTA SHUMAN
MY COMMISSION # CC404714 EXPIRES
September 3, 1998
BONDED THIRD TROY FARM INSURANCE, INC.

Notary Public-State of Florida:

Sign Name: Loretta Shuman

Print Name: Loretta Shuman

My Commission Expires: 9/3/98
Commission No.: CC404714

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.


Joseph W. Scott III
Registered Agent

P95000010916

BENJAMIN T. SHUMAN

611 N. PINE HILLS ROAD
ORLANDO, FLORIDA
32808

(407) 295-4701

June 1, 1995

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

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*****35.00 *****35.00

Re: F & D Distributing, Inc.
Document No. P95000010916

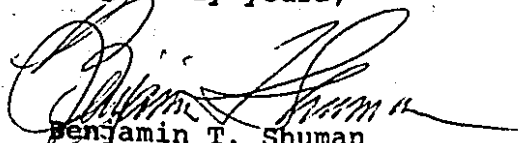
Gentlemen:

In connection with the above-referenced corporation, please file the enclosed Statement of Change of Registered Office (principal office and mailing address). Joseph W. Scott III will remain Registered Agent of the corporation at the new registered address.

Also enclosed is my cost account check No. 4026 in the amount of \$35.00 representing filing fee.

Thank you for your attention to this matter.

Very truly yours,


Benjamin T. Shuman
BTS/lis
Enclosures

SH 6/2

RA Address Change

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 AM 10:32

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: F & D DISTRIBUTING, INC.

1a. Date of incorporation February 6, 1995 Document number P95000010916

2. The name and address of the current registered agent and office:

Joseph W. Scott III
1275 Bennett Dr. Unit 150
Longwood, FL 32750

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

Joseph W. Scott III
4502 Old Winter Garden Rd., Suite K
Orlando, FL 32811

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE

(name and title)

Joseph W. Scott, III, President

DATE

6/1/95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

Joseph W. Scott III

NO CHANGE IN REGISTERED AGENT

DATE

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

FILING FEE: \$35.00