

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

csc networks

MAIL TO
P.O. BOX 5828
TALLAHASSEE, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 546396 11580A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 21, 1995

ORDER TIME : 2:13 PM

ORDER NO. : 546396

CUSTOMER NO: 11580A

CUSTOMER: Frank Grey, Esq
H. CLYDE HOBBY, Esq

6917 State Road 54

New Port Richey, FL 34653

DOMESTIC FILING

NAME: HOLIDAY BAIT & TACKLE, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
55 FEB 22 AM 3:15
CORPORATION

9000001412139
-02-21-95-01146-005
***122.50 ***122.50

FILED
FEB 20 1995
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
HOLIDAY BAIT & TACKLE, INC.

FILED
1955 FEB 20 AT 3:00
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the Laws of the State of Florida, pursuant to Chapter 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

HOLIDAY BAIT & TACKLE, INC.

and the principal place of business shall be located at 3332 Moog Road, Holiday, Pasco County, Florida 34691.

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSES

The purpose of this Corporation is: manufacturing, sales and marketing of tackle and bait, and related business, and in any lawful business permitted under the Laws of the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 100 shares of common stock, with an initial issuance of 100 shares having a par value of \$1.00 per share.

Authorized stock may be paid for in cash, past services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V. PRE-EMPTIVE SHARE

The shareholders of the Corporation shall have the pre-emptive right to acquire, pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares.

Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services, in addition to authorized shares, and the pre-emptive right of any shareholder shall be determined by the ratio of shares of which he or she is the holder to all authorized and issued shares. The prices, terms, and conditions therefor shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures, or other securities convertible into common stock, the corporation shall first offer to all of the holders of its common stock the right to purchase a pro-rata portion of such common stock or such securities convertible into common stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered office of this Corporation shall be:

BLAINE CHAMBERS
7305 HIDEAWAY TRAIL
New Port Richey, Florida 34655

The Board of Directors, from time to time, may designate any other address and place for the registered office of this corporation.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation and their street address are:

1. BLAINE CHAMBERS
7305 HIDEAWAY TRAIL
New Port Richey, Florida 34655

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successor is or successors are elected or appointed and has or have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The names and addresses of the Incorporator of these Articles of Incorporation are:

1. BLAINE CHAMBERS
7305 Hideaway Trail
New Port Richey, Florida 34655

ARTICLE X. NAME OF OFFICERS

The names of the officers who are to manage the affairs of the Corporation until the first election under the Articles of Incorporation are:

PRESIDENT:	BLAINE CHAMBERS
VICE-PRESIDENT:	KENNETH CHAMBERS
SECRETARY:	J-ANN WEST
TREASURER:	J-ANN WEST

ADDRESS: BLAINE CHAMBERS, 7305 Hideaway Trail
New Port Richey, Florida 34655

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

ARTICLE XIII. STOCK

The initial issuance of stock shall be as follow :

BLAINE CHAMBERS

100 Shares

ARTICLE XIV. RIGHT OF FIRST REFUSAL

The Corporation shall have the right of first refusal to any shareholder who desires to sell his shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this _____ day of February, 1995.

BLAINE CHAMBERS, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned Notary Public, personally appeared BLAINE CHAMBERS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who did take an oath, and who acknowledged before me that he subscribed his name to these Articles of Incorporation on the _____ day of February, 1995.

IDENTIFICATION
FURNISHED:

Notary Public, State of Florida
My Commission Expires 12/31/2011 PATRICIA



PATRICIA A. CLIFFORD
MY COMMISSION # CC 222411 EXPIRES
August 18, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Print or Type Name of Notary

FILED
1995 FEB 20 PM 3:00

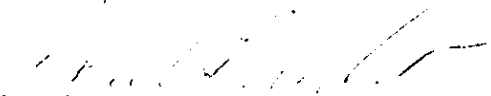
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That HOLIDAY BAIT & TACKLE, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at:

has named: **BLAINE CHAMBERS**
located at: **7305 HIWAY TRAIL**
NEW PORT RICHEY, FLORIDA 34655

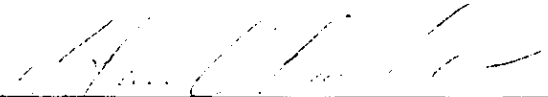
as its agent to accept service of process within the State of Florida.



BLAINE CHAMBERS
TITLE: PRESIDENT

DATE: FEBRUARY _____, 1995.

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 I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.



BLAINE CHAMBERS
Resident Agent

DATE: FEBRUARY _____, 1995.