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((H95000002332)) ELECTRONIC FILING SYSTEM COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-00000
TALLAHASSEE, FL 32399
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(((H95000002332))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: JUST FISHING, INC.
FAX AUDIT NUMBER: H95000002332 CURRENT STATUS: REQUESTED
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15:01:13 6/20/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: JUST FISHING, INC.
REF: W95000004518

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002332
Letter Number: 495A00009081

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

JUST FISHING, INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: JUST FISHING, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business which has to do with To manufacture, sell and market fishing products and for any other lawful purposes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 750 SHARES, each share having a par value of One (\$1.00) Dollar.

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

ENTIN, SCHWARTZ & MARQUES
200 E. BROWARD BLVD. # 1210
FT. LAUD., FL 33301
(905) 935-0242 FAX. 292877
JOE MARQUES, ESQ

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ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal of this corporation is to be: 1335 Northcutt 129 Street, North Miami, Florida 33161

Leon R. Margules shall be the initial Registered Agent at: c/o Entin, Schwartz & Margules, P.A., 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have Two (2) directors initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

- A. John Panella
- B. Joseph Minneci

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ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

1. John Panella, President
2. John Panella Secretary
3. John Panella Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

A. Leon R. Margulies, Esquire, Entin, Schwartz & Margulies,
P.A., 200 East Broward Boulevard, Suite 1210, Fort Lauderdale,
Florida 33301

ARTICLE X. AMENDMENT

The 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

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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 certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 28 day of February, 1995.


LEON R. MARGULES

STATE OF FLORIDA)
COUNTY OF Broward) SS.

BEFORE ME, personally appeared LEON R. MARGULES, who is personally known to me or has produced an identification _____ to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 28 day of February, 1995.


Notary Public, State of Florida
At Large

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Sept. 4, 1995


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TOTAL P.10

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ACKNOWLEDGEMENT

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


LEON R. MARGULES

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TALLAHASSEE, FLORIDA

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