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Quarles & Brady

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May 24, 1995

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400001502084
-05/31/95--01059--015
****122.50 ****122.50

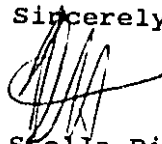
RE: Lighted Lures, Inc., a Florida corporation

Dear Corporate Specialist:

Enclosed please find original and one (1) copy of Articles of Incorporation for the captioned company. Additionally enclosed is this firm's check in the amount of \$122.50 which sum represents your filing fee. Please send a conformed copy to the undersigned in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to call.

Sincerely,



Stella Rita
Legal Assistant

/enc.

cc: Fred J. Morrison (w/enc.)

WFO

JAN 12 1968

**ARTICLES OF INCORPORATION
OF
LIGHTED LURES, INC.**

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is Lighted Lures, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office of the corporation is 2453 Lantern Lane, Naples, FL 33940.

**ARTICLE III
Purposes**

The purposes of which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE IV
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares, consisting of one class only, designated as "Common Stock".

**ARTICLE V
Directors**

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Charles W. Littell, Esq., Quarles & Brady, 222 Lakeview Avenue, 4th Floor, West Palm Beach, Florida 33402.

Executed this 24 day of May, 1995.

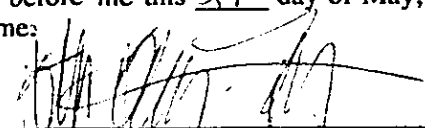


CHARLES W. LITTELL,
Incorporator

STATE OF FLORIDA :

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 24th day of May, 1995 by Charles W. Littell, who is personally known to me:



Signature of Officer

Typed/Stamped/Printed Name

Title/Rank

Commission No.

Commission Expiration:



STELLA SUAREZ-RITA
MY COMMISSION # CQ 947406 EXPIRES
December 31, 1996
BONDED THROUGH TRAVELERS INSURANCE, INC.

CC-247406

12/21/96

**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS**

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

1. That Lighted Lures, Inc., desiring to organize under the laws of the State of Florida, has named Florida-Lawdock, Inc., located at 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.



CHARLES W. LITTELL
Incorporator

Dated: May 24, 1995.

2. That, 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 agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

FLORIDA-LAWDOCK, INC.
Registered Agent

By: 

CHARLES W. LITTELL
Its Vice President

Dated: May 24, 1995.