

Law Offices of

P95000067341

Gilbert P. Macpherson, P.A.

1822 Drew Street, Suite B
Clearwater, FL 34625

Board Certified in Real Estate Law by the Florida Bar
Phone (813) 442-2501
Fax (813) 442-1863

August 28, 1995

RECEIVED
10/2/95
****122.50 ****122.50

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Articles of Incorporation/ The Saltwater Fly Fisherman, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for The Saltwater Fly Fisherman, Inc., together with a check in the amount of \$122.50 for filing fees. Please file accordingly.

If you have any questions, please contact our office at: (813) 442-2501 between 8:30 am to 5:00 pm.

Thank you for your consideration in this matter.

Respectfully,

LAW OFFICES OF
GILBERT P. MACPHERSON, P.A.

Patricia L. Stonis
Patricia L. Stonis,
Legal Assistant

FILED
95 AUG 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
sec.12.e

*10/2/95
8:21 PM*

FILED

95 AUG 30 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE SALTWATER FLY FISHERMAN, INC.

EFFECTIVE DATE
8.24.95

ARTICLE I

CORPORATE NAME. The name of this corporation is: THE
SALTWATER FLY FISHERMAN, INC.

ARTICLE II

EFFECTIVE DATE. The effective date of this corporation
shall be August 24, 1995.

ARTICLE III

NATURE OF BUSINESS. The general nature of the
business to be transacted by this corporation is to engage in any
and all business permitted under the laws of the State of
Florida.

ARTICLE IV

CAPITAL STOCK. The maximum number of shares of stock
that this corporation is authorized to have on hand at any time
is 5,000 shares of common stock having a par value of \$.10 per
share.

ARTICLE V

TERM OF EXISTENCE. This corporation shall have
perpetual existence, commencing upon the filing of these
Articles.

ARTICLE VI

REGISTERED AGENT, INITIAL REGISTERED OFFICE AND ADDRESS
OF CORPORATION. The Registered Agent and the street address of
the initial Registered Office of this corporation in the State of
Florida shall be GILBERT P. MACPHERSON, 1822 Drew Street, Suite
8, Clearwater, Florida 34625.

The corporation's principal office and mailing address
are: 627 Cleveland Street, Clearwater, Florida 34616.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

DIRECTOR AND INCORPORATOR. The corporation shall have no less than one (1) director nor more than nine (9). The number may be increased or decreased as may be authorized by the By-Laws of this corporation. The number of directors constituting the initial Board of Directors shall be two (2).

ARTICLE VIII

INITIAL DIRECTORS

Directors	Address
JOHN HOMER	627 Cleveland Street Clearwater, FL 34616
MICHELLE HOMER	627 Cleveland Street Clearwater, FL 34616

ARTICLE IX

INCORPORATOR. The name and street address of the person signing these Articles of Incorporation as the Incorporator is: JOHN HOMER, 627 Cleveland Street, Clearwater, Florida 34616.

ARTICLE X

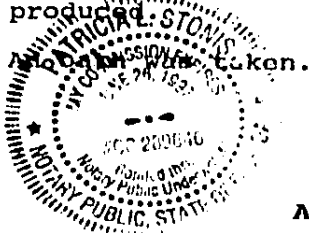
AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors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


INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared JOHN HOMER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation of August 24, 1995.

John Homer
Type of Identification
produced



Patricia L. Stonis
NOTARY PUBLIC

Patricia L. Stonis
Printed Name of Notary

ACCEPTANCE BY REGISTERED AGENT

I, GILBERT P. MACPHERSON, am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gilbert P. MacPherson
Registered Agent

home.cl.e

FILED
95 AUG 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA