

P96000000464

SHERR-O, INC.
TARPON TOWER
905 EAST ML KING DRIVE, SUITE 205
TARPON SPRINGS, FL 34689
(813) 942-7273

Sherron O. Geiger
President

December 19, 1995

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

800001671308
-12/26/95--01113--018
****122.50 ****122.50

Re: Offshore Bait & Tackle, Inc.

Dear Clerk:

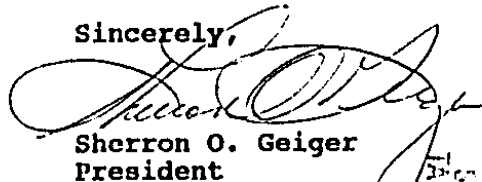
Enclosed is the original and one copy of the Articles of Incorporation for Offshore Bait & Tackle, Inc. along with a check in the amount of \$122.50 for filing fee and designation of resident agent.

Please note that the Articles provide for an effective date of January 2, 1996 for this corporation.

Please return the certified copy with the filing date stamped on it to this office.

Thank you for your assistance in this matter.

Sincerely,


Sherron O. Geiger
President

/sg

Encls.

*Called
Sherron
RA address is at
5430/B Traskway Dr. --*

SN JAN 03 1996

95 DEC 26 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EXPIRATION DATE
Jan 2, 1996

ARTICLES OF INCORPORATION
OF
OFFSHORE BAIT & TACKLE, INC.

FILED
95 DEC 26 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned ROBERT S. BROWN does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

OFFSHORE BAIT & TACKLE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is the operation of a bait and tackle shop.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

This shall be a subchapter S Corporation.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock having no par value.

The initial stockholders shall be

RONALD L. GRAMLING and ROBERT S. BROWN

Initial stock issued shall be:

Fifty (50) shares to RONALD L. GRAMLING of
2415 San Luis Road
Holiday, FL 34690

Fifty (50) shares to ROBERT S. BROWN
9907 Crofton Lane
Port Richey, FL 34668

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have an effective date of January 2, 1996 and shall have perpetual existence.

ARTICLE V

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5430/B Treadway Drive, Port Richey, FL 34668; and the name of the initial registered agent of this corporation at that address is ROBERT S. BROWN.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate power shall be exercised by and under the authority of, and the business and affairs of this corporation

shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be as follows:

President	ROBERT S. BROWN 9907 Crofton Lane Port Richey, FL 34668
Sec/Treasurer	RONALD L. GRAMLING 2415 San Luis Road Holiday, FL 34690

ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator to these Articles of Incorporation is:

ROBERT S. BROWN
9907 Crofton Lane
Port Richey, FL 34668

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and acknowledged these Articles of Incorporation and directs that they be delivered to the Department of State for the State of Florida this 19th day of December 1995.

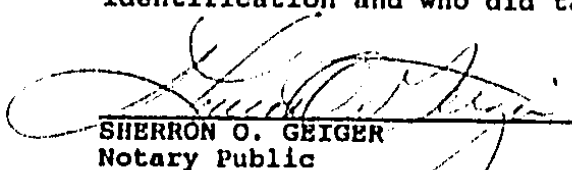

ROBERT S. BROWN

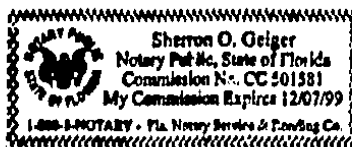
STATE OF FLORIDA :

COUNTY OF PINELLAS:

The foregoing Articles of Incorporation was acknowledged

Before me this 19th day of December 1995, by ROBERT S. BROWN, who
is personally known to me or who has produced _____ as
identification and who did take an oath.


SHERRON O. GEIGER
Notary Public
State of Florida
Serial Number: CC 501581
My Commission Expires: 12/07/99



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

Pursuant to Chapter 617.0501 of the Florida Statutes, the following is submitted in compliance with such Act:

That OFFSHORE BAIT & TACKLE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Port Richey, County of Pasco, State of Florida, has named Robert S. Brown of *5430/B Trueway Dr*, Port Richey, FL 34668, as its agent to accept service of process within this State.

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

Robert S. Brown
ROBERT S. BROWN

FILED
55 DEC 26 AM 11:14
TALLAHASSEE, FLORIDA



US SMALL BUSINESS Services, Inc.

District One - South Florida Region
Operational Support Center
1004 US Highway 19, Suite 202, Holiday, FL 34691

813-944-3647 Office
813-937-1945 Fax
USSB Group@aol.com E-mail

P96000000464

TRANSMITTAL LETTER

AUGUST 15, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

200001981872--1
-10/22/96--01005--010
*****35.00 *****35.00

SUBJECT: D & D AUTO REPAIR OF PORT RICHEY, INC.

OUR FIRM IS ENCLOSING TWO ORIGINALS OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN
THE AMOUNT OF \$70.00.

WE ARE REQUESTING ZERO CERTIFIED COPY(IES) OF THE
ARTICLES OF INCORPORATION.

PLEASE RETURN ARTICLES OF INCORPORATION TO: MR. J.
JANEZIC, P.O. BOX 3347, HOLIDAY, FLORIDA 34690. THANK YOU.

SINCERELY,

L. Paul Schmidt
Partner
P.O. Box 3347
Holiday, FL 34690-0347
(813) 937-1414

[Handwritten signature]

ENCLOSURES:

SH 10/18
Amend.

FILED
96 OCT 17 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"Successful Solutions for Small Business"

USSB ACCOUNTING • USSB TAX AUTHORITY • USSB INVESTMENT GROUP • USSB PAYROLL SOLUTIONS • USSB BILLING SOLUTIONS
USSB LEGAL PLANS • USSB PERSONNEL • USSB FINANCIAL SERVICES



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

L. Paul Schmidt
P.O. Box 3347
Holiday, FL 34690-0347

SUBJECT: OFFSHORE BAIT & TACKLE, INC.
Ref. Number: P9600000464

We have received your document for OFFSHORE BAIT & TACKLE, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in 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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00039890

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
OFFSHORE BAIT & TACKLE, INC.**

**FILED
96 OCT 17 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The board of directors of Offshore Bait & Tackle, Inc. held a board meeting on August 15, 1996 to change Article V and Article VII of the Articles of Incorporation.

CURRENT ARTICLES:

ARTICLE V

The street address of the initial principal office of this corporation is 5430 B Treadway Drive, Port Richey, FL 34668; and the name of the initial registered agent of this corporation at that address is Robert S. Brown.

ARTICLE VIII

The officers of the corporation shall be as follows:

President Robert S. Brown
 9907 Crofton Lane
 Port Richey, FL 34668

Sec/Treasurer Ronald L. Gamling
 2415 San Luis Road
 Holiday, FL 34690

CHANGE TO NEW ARTICLES:

ARTICLE V

The registered agent of the corporation shall be L. Paul Schmidt and the address of the registered agent shall be 1004 US Highway 19, Suite 202, Holiday, FL 34691

ARTICLE VII

The officer of the corporation shall be as follows:

President/Secretary Gerald H. Niemela
 5430 B Treadway Drive
 Port Richey, FL 34668

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.



L. Paul Schmidt-Director

Dated: October 15, 1996

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office - registered agent, in the State of Florida.

1. The name of the Corporation is:

Offshore Bait & Tackle, Inc.

2. The name & address of the registered agent & office is:

L. Paul Schmidt
1004 US Highway 19, Suite 202
Holiday, FL 34691

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



L. Paul Schmidt

Dated: August 15th, 1996