

P960000031765

FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

GARY B. FRESE †
CHARLES IAN NASH •
VINCENT G. TORPY, JR. †
GREGORY S. HANNIN †
RICHARD B. TORPY
J. PATRICK ANDERSON †
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CHRIS DAVIS PORTER
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930 S. HARRISON CITY BLVD.
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† BOARD CERTIFIED IN TAXATION
• BOARD CERTIFIED IN WILL,
TRUST & ESTATE
‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◊ BOARD CERTIFIED IN REAL ESTATE LAW

April 5, 1996

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

Re: The Signal Bait Company
Our File No. 96-5513

400001772764
-04/08/96--01090--013
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

socstate\socstate.art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 PM 3:11

96/4/11/96

EFFECTIVE DATE
APR 4 1996
ARTICLES OF INCORPORATION
OF
THE SIGNAL BAIT COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 PM 3:11

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is The Signal Bait Company.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 6217 Sunshine Court, Orlando, Florida 32801. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Rosalie J. Luz
6217 Sunshine Court
Orlando, FL 32801

Christian R. Luz
2016 East Olive Street
Shorewood, WI 53211

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE X


The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 4th day of April, 1996.



J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



J. Patrick Anderson
Registered Agent


STATE OF FLORIDA
COUNTY OF BREVARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

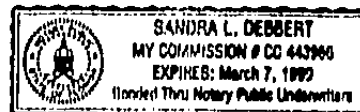
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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, J. Patrick Anderson, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of April, 1996.


Sandra L. Debbert
Notary Public
State of Florida at Large

My Commission Expires:



996000031765

FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

GARY D. PHINE [†]
CHARLES IAN NASH •
VINCENT G. TORPY, JR.
GREGORY S. HANSEN [†]
RICHARD R. TORPY
J. PATRICK ANDERSON [†]
LAURA L. ANDERSON •
STEPHEN P. HEDGECOCK
PATRICK P. ROCHER

CHRIS BATES, FOSTER
OF COUNSEL

May 24, 1996

930 S. HARBOR CITY BLVD.
SUITE 505
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• BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES
[†] BOARD CERTIFIED IN CIVIL TRIAL LAW
◊ BOARD CERTIFIED IN REAL ESTATE LAW

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

Re: The Signal Bait Company
Our File No. 96-5513

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee for same. Please confirm to the undersigned in writing that this Amendment has been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

J. Patrick Anderson
J. Patrick Anderson

JPA:sld
Enclosures

jpa-ltr5tascstate.amd

APPROVED
AND
FILED
50 AUG 27 PM 2 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

DAVID D. FRESE, Esq.
CHARLES LAM NASH, Esq.
VINCENT G. TORPY, JR., Esq.
GREGORY B. HANAWAY, Esq.
MICHAEL H. TORPY
J. PATRICK ANDERSON, Esq.
LAURA L. ANDERSON, Esq.
STEPHEN P. HUNSTON
PATRICK P. ROCHA

CHIEF BARBARA POWERS
OF COUNSEL

June 18, 1996

980 S. HANCOCK CITY BLVD.
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(414) 681-8800
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TRUSTS & ESTATES
• BOARD CERTIFIED IN CIVIL TRIAL LAW
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VIA FACSIMILE (904) 487-6013

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Signal Bait Company
Our File No. 96-5513

Dear Ms. Mustain:

Per your telephone conversation on this date with my secretary, Sandi, enclosed please find Articles of Amendment with regard to the above-referenced corporation which have been revised in accordance with your letter dated June 12, 1996. A copy of this letter is enclosed for your reference. These Articles replace ones which were sent to you under cover letter dated June 18, 1996 and inadvertently misplaced. A copy of this letter is also enclosed for your reference.

Very truly yours,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:ald
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 12, 1996

FRESE, NASH & TORPY, P.A.
% J. PATRICK ANDERSON
930 S. HARBOR CITY BLVD., #505
MELBOURNE, FL 32901

SUBJECT: THE SIGNAL BAIT COMPANY
Ref. Number: P96000031765

We have received your document for THE SIGNAL BAIT COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 896A00029205



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1996

FRESE, NASH & TORPY, P.A.
% J. PATRICK ANDERSON
930 S. HARBOR CITY BLVD., #505
MELBOURNE, FL 32901

SUBJECT: THE SIGNAL BAIT COMPANY
Ref. Number: P96000031765

We have received your document for THE SIGNAL BAIT COMPANY and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 996A00032603

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE SIGNAL BAIT COMPANY

Articles IV and VII of the Articles of Incorporation of The Signal Bait Company are hereby amended by the Corporation's sole incorporator on May 24, 1996. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statutes Section 607.1006.

1. The name of the Corporation is The Signal Bait Company.
2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE IV

The Corporation is authorized to issue 10,000 shares of \$1.00 par value, Class A voting common stock, and 10,000 shares of \$1.00 par value, Class B non-voting common stock. The holders of Class A common stock shall have exclusive rights to notice of shareholders' meetings and exclusive voting rights and powers. In all other respects, the rights attendant to Class A and Class B common stock, once issued, shall be identical in all respects.

This Corporation is not authorized to issue shares in series or in less than whole shares."

3. Article VII of the Articles of Incorporation is amended to read as follows:

"ARTICLE VII

The Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the annual meeting of the Shareholders, or until

successors have been elected and qualified, is as follows:

Christian R. Luz
2016 East Olive Street
Shorewood, WI 53211

4. The foregoing amendments to the Articles of Incorporation was adopted by the sole incorporator of the Corporation without shareholder action and shareholder action was not required pursuant to Florida Statutes Section 607.1005.

IN WITNESS WHEREOF, the undersigned sole incorporator of this Corporation has acknowledged and executed these Articles of Amendment on the 24th day of May, 1996.

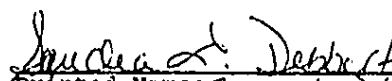

Patrick Anderson, Sole
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. PATRICK ANDERSON, the Sole Incorporator of THE SIGNAL BAIT COMPANY, to me known to be the person described in the foregoing Articles of Amendment or who did produce a _____ as identification and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed and subscribed to these Articles of Amendment.

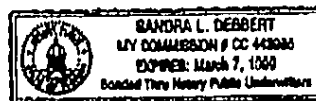
WITNESS my hand and official seal in the County and State aforesaid this 24th day of May, 1996.

My Commission expires:


Printed Name: Sandra L. Debbert
Notary Public
State of Florida at Large

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