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FILED

96 JUN 20 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5th, 1996.

STATE OF FLORIDA
CORPORATION RECORDS BUREAU
P.O. BOX: 6327
TALLAHASSEE, FL. 32314.

000001257519
-06/11/96--01027--013
***122.50 ***122.50

DEAR SIR:

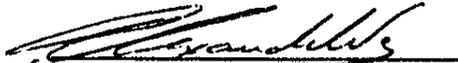
Enclosed you will find a check for \$ 122.50 (check #: 1262)
and the Articles of law to cover the filing fees and the
Certificate of:

1. S. & E. CUSTOM FLYS INC.

If you required additional information please contact Alex
Wong at 954-434-7077 (2 PM thru 7PM) otherwise, mail the
Papers to :

DIRECT BUSINESS CORP.
15552 RAVENSWICKE MANOR
DAVIE, FLORIDA 33331.

W96-12729
612



ALEXANDER WONG
DIRECT BUSINESS CORP.
15552 Ravenswicke Manor,
Davie, Florida 33331.

TH
6-20-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

ALEXANDER WONG
DIRECT BUSINESS CORP.
15552 RAVENSWICKE MANOR
DAVIE, FL 33331

SUBJECT: S. & E. CUSTOM FLYS INC.
Ref. Number: W96000012729

We have received your document for S. & E. CUSTOM FLYS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 696A00029684

** Enclosed you will find The Corrected Articles*

Thanks,

Alex Wong

ARTICLES OF INCORPORATION

OF

S. & E. CUSTOM FLYS. INC.

I, EDWARD NORTON, BEING OF LEGAL AGE, DO HEREBY SIGN THESE PRESENTS FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AUTHORIZING THE FORMATION OF CORPORATIONS

96 FILED JUN 20 11 10 30
SECRET
TALLAHASSEE

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

S. & E. CUSTOM FLYS. INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, VIZ:

* A. WHOLESALE AND RETAIL OF CUSTOM FISHING FLYS.

* B. ANY LEGAL BUSINESS IN THE USA.

AND TO DO ANY AND ALL THINGS AND MATTERS NECESSARY AND APPERTAINING THERETO AND FURTHER ENABLING THIS CORPORATION TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATE AND OF THE STATE OF FLORIDA.

* C. TO BUILD, CONSTRUCT AND ALTER HOUSES, BUILDINGS AND STRUCTURES OF WHATSOEVER NATURE AND KIND; TO DEVELOP REAL PROPERTY GENERALLY; TO PURCHASE, MANUFACTURE, ACQUIRE, HOLD, OWN, LEASE, SELL, ASSIGN, TRANSFER, INVEST IN, TRADE IN, DEAL IN GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION.

TO CONDUCT ALL TYPES OF BUSINESS AND OPERATIONS,
TO TAKE OR TO HOLD, TO SELL AND HOLD, PURCHASE,
MORTGAGE, LEASE, DEVELOP OR, DEAL IN AND CONVEY REAL
AND PERSONAL PROPERTY WITHOUT RESTRICTIONS IN THIS
STATE AND IN ANY OTHER OF SEVERAL STATES, TERRITORIES,
POSSESSIONS AND DEPENDENCIES OF THE UNITED STATES.

TO ENGAGE BE, HINDER OR CARRY ON, ANY SERVICE OR
OTHER BUSINESS AS PRINCIPAL OR AGENT, WITH POWER TO LET
CONTRACTS FOR ANY SUCH SERVICE OR PRODUCTS AND TO MAKE
AND CARRY OUT CONTRACTS OF EVERY KIND AND NATURE THAT
MAY BE CONDUCTIVE TO THE ACCOMPLISHMENT OF ANY PURPOSES
OF THIS CORPORATION.

TO ACQUIRE BY PURCHASE, OR OTHERWISE, FOR
INVESTMENT OR RESALE, AND TO WON, IMPROVE, OPERATE,
SUBDIVIDE, LEASE MORTGAGE, SELL AND OTHERWISE DEAL IN,
FOR CASH OR CREDIT BY CONVEYANCE, AGREEMENT FOR DEED,
OR OTHER LAWFUL INSTRUMENT, REAL ESTATE OR MIXED
PROPERTY LOCATED IN THE STATE OF FLORIDA OR ELSEWHERE,
AND GENERALLY TO DEAL IN AND TRAFFIC AS OWNER OR AGENT
IN REAL ESTATE, PERSONAL AND MIXED PROPERTY, AND ANY
INTEREST OR ESTATE THEREIN, AND TO CREATE, OWN, LEASE,
SELL, OPERATE OR DEAL IN FREEHOLD AND LEASEHOLD ESTATES
OF ANY AND ALL NATURE WHATSOEVER AND TO BE AN INVESTOR
IN REAL MIXED AND/OR PERSONAL PROPERTY, TO GRANT, SELL
AND OTHERWISE DEAL IN FRANCHISES AND LICENSES.

TO FACTOR, LEND OR BORROW MONEY, BE A SURETY, AND
TO EXECUTE AND DELIVER, ACCEPT, TAKE AND RECEIVE NOTES,
BONDS, DEBENTURES OR OTHER SECURITIES FOR THE PAYMENT
OF SAME.

AND TO ENGAGE IN ANY OF THE BUSINESS OF THE ORGANIZATION, FOUNDATION OR REORGANIZATION OF FINANCIAL, COMMERCIAL, MERCHANDISE, TRADE, CORPORATE, INDUSTRIES OF OTHER BUSINESS CONCERNS, FIRMS, ASSOCIATIONS AND CORPORATIONS TO ASSISTED, PARTICIPATE IN OR THROUGH COMMERCIAL MERCHANDISE FINANCIAL AND INDUSTRIAL ENTERPRISE AND OPERATIONS.

G. E. TO BORROW MONEY AND CONTRACT DEBTS WITH NECESSARY IN THE PURCHASE OF OR ACQUISITION OF REAL, PERSONAL AND INTANGIBLE PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OR AFFAIRS AND WITHOUT LIMIT AS TO AMOUNT, AND TO SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER.

H. TO ENTER INTO ANY PARTNERSHIP, LIMITED OR GENERAL, AS LIMITED OR GENERAL PARTNER, OR BOTH, AND TO ENTER INTO ANY OTHER ARRANGEMENT FOR PROFIT SHARING, UNION OR INTEREST, OR COOPERATION, WITH ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY IN THE CARRYING ON OF ANY BUSINESS WHICH THIS CORPORATION IS AUTHORIZED TO CARRY ON, OR ANY BUSINESS OR TRANSACTION DEEMED NECESSARY, CONVENIENT OR INCIDENTAL TO CARRYING OUT ANY OF THE PURPOSES OF THIS CORPORATION.

I. N. TO PURCHASE, HOLD, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK; SUBJECT, HOWEVER, TO SUCH LIMITATIONS AS MAY BE PROVIDED BY LAW; CAPITAL STOCK OWNED BY THE CORPORATION SHALL NOT BE VOTED UPON

ARTICLE V

THE CORPORATE HEAD OFFICE OF THIS CORPORATION SHALL BE LOCATED AT THE FOLLOWING ADDRESS:

ARTICLE VI

THE HEAD OFFICE ADDRESS OF SAID CORPORATION SHALL BE

941 PALMETTO DR.
COCONUT CREEK, FLORIDA 33066.

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3), AND THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION SHALL BE COMPOSED OF ONE (1) MEMBER.

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE PERSON WHO IS APPOINTED TO ACT AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY IS:

NAME	ADDRESS
EDWARD NORTON	941 PALMETTO DR. COCONUT CREEK, FLORIDA 33066.

ARTICLE IX

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS A SUBSCRIBER AND THE NUMBER OF SHARES HE HAS AGREED TO PURCHASE ARE AS FOLLOWS:

NAME	ADDRESS	No. OF SHARES
EDWARD NORTON	941 PALMETTO DR. COCONUT CREEK FL. 33066	251
SUSAN NORTON	941 PALMETTO DR. COCONUT CREEK FL. 33066	249

THE SHARES OF CAPITAL STOCK OF THE CORPORATION MAY BE TRANSFERRED BY THE HOLDER THEREOF TO ANY OTHER PERSON WITHOUT NOTICE TO THE CORPORATION, AND APPROVED BY THE BOARD OF DIRECTORS, PROVIDED BY THE STOCKHOLDERS, AND APPROVED BY A STOCKHOLDER'S RECEIPT BY A MAJORITY OF THE STOCK HELD BY YOU HEREON.

ARTICLE XI

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE 201 PALM HILL DR. COCONUT CREEK, FLORIDA 33066.

ARTICLE XII

THE CORPORATION HAS DESIGNATED AS ITS REGISTERED AGENT, **EDWARD NORTON** WHO IS A RESIDENT OF THE STATE OF FLORIDA, AND WHOSE BUSINESS OFFICE IS THE SAME AS THAT OF REGISTERED OFFICE.

IN WITNESS WHEREAS, WE, THE UNDERSIGNED, BEING THE ORIGINAL SUBSCRIBER TO THE CAPITAL STOCK HEREINABOVE NAMED, AND FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO THE CORPORATION LAW OF THE STATE OF FLORIDA, DO MAKE AND FILE THIS CERTIFICATE, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE AND AGREE TO TAKE THE NUMBER SHARES OF STOCK HEREINABOVE SET FORTH, AND ACCORDINGLY HAVE HEREUNTO SET MY HAND AND SEAL THIS 18TH., DAY OF MAY, 1996 AT BROWARD COUNTY OF FLORIDA.

Handwritten signature
OFFICIAL NOTARY SEAL
ALL STATES AND TERRITORIES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC257101
MY COMMISSION EXP. JAN. 11, 1997

Edward J. Norton
EDWARD NORTON

FILED
96 JUN 20 PM 10:35
CLERK OF COURT
JACKSONVILLE

STATE OF FLORIDA
COUNTY OF JACKSONVILLE
I HEREBY AGREE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

THE FORWARD OF THIS CERTIFICATE, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED, BE COMPLIANT WITH SAID ACT.

EDWARD J. NORTON, 6000 EAST 10TH AVENUE, JACKSONVILLE, FLORIDA 32210, DESIGNATED TO OPERATE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF JACKSONVILLE COUNTY OF DALLA STATE OF FLORIDA HAS HOLDED OFFICE EDWARD J. NORTON LOCATED AT 6000 EAST 10TH AVENUE, JACKSONVILLE, FLORIDA 32210, AS THE AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

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 SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: Edward J. Norton
EDWARD J. NORTON
RESIDENT AGENT

Edward J. Norton
OFFICE OF THE CLERK OF COURT
JACKSONVILLE COUNTY
STATE OF FLORIDA
COMMISSION NO. C072101
BY COMMISSION EXPIRES JAN. 11, 1997