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FILED

96 JUN 20 AM 10:36

SECRET
TALLAHASSEE, FLORIDA

June 5th, 1996.

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

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***122.50 ***122.50

DEAR SIR:

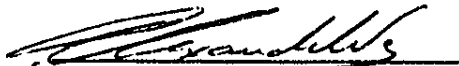
Enclosed you will find a check for \$ 122.50 (check #: 1262)
and the Articles of law to cover the filing fees and the
Certificate of:

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
6/2


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

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JUN 20 1910-36
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 HAVE AND OR HOLD, OFFER 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 IN, RENDER OR CARRY ON, ANY SERVICE OR OTHER BUSINESS AS PRINCIPAL OR AGENT, WITH POWER TO LET CONTRACTS FOR ANY SUCH SERVICE OR PRODUCT 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.

TO DEAL IN AND WITH, BROKER, OR ACT AS A FACTOR FOR ANY PERSON, FIRM, OR CORPORATION IN BUYING, SELLING AND DEALING IN REAL OR PERSONAL PROPERTY OR SERVICES OF WHATEVER KIND OR NATURE AND IN HAZARDING AND CONDUCTING ANY LEGAL ACTIONS, PROCEEDINGS AND BUSINESS RELATING TO ANY OF THE PURPOSES HEREIN MENTIONED OR REFERRED TO.

F. I. TO ACQUIRE, HOLD, UNDERTAKE AND FULLY EXPLOIT THE GOOD WILL, PROPERTY, RIGHTS, FRANCHISES, ASSETS OF EVERY KIND AND THE LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, EITHER WHOLLY OR PARTLY, AND TO PAY FOR THE SAME IN CASH, STOCKS OR BONDS OF THE COMPANY OR OTHERWISE.

F. J. IN ANY MANNER TO ACQUIRE, ENJOY, UTILIZE AND TO DISPOSE OF PATENTS, COPYRIGHTS AND TRADEMARKS, AND ANY LICENSE OR OTHER INTEREST THEREIN AND THEREUNDER.

F. K. TO PURCHASE, SUBSCRIBE FOR OR OTHERWISE ACQUIRE, BECOME INTERESTED IN, DEAL IN AND WITH, INVEST IN, HOLD, PLEDGE, SELL, MORTGAGE, LEND MONEY ON, EXCHANGE OR OTHERWISE DISPOSE OF OR TURN TO ACCOUNT TO REALIZE UPON AS OWNER, AGENT, BROKER, OR FACTOR, ALL FORMS OF SECURITIES, INCLUDING STOCKS, BONDS, DEBENTURES, MORTGAGES, NOTES, EVIDENCING SHARES OF OR INTEREST IN COMMON LAW TRUST, TRUST AND TRUST ESTATES OR ASSOCIATIONS, CERTIFICATES OF TRUST OR BENEFICIAL INTERESTS IN TRUST, MORTGAGES, CONTRACTS AND OTHER INSTRUMENTS, SECURITIES AND RIGHTS, TO INVESTIGATE AND REPORT WITH RESPECT TO; AND TO UNDERTAKE, CARRY ON,

AND, TO DO ALL SUCH OTHER THINGS AS THE ORGANIZATION, FOUNDATION OR REORGANIZATION OF FINANCIAL, COMMERCIAL, MERCHANDISE, TRADE, CORPORATE, INDUSTRIES OR OTHER BUSINESS CONCERNS, FIRMS, ASSOCIATIONS AND CORPORATIONS TO ASSISTED, PARTICULARLY THE OF FINANCIAL COMMERCIAL MERCHANDISE FINANCIAL AND INDUSTRIAL ENTERPRISES AND OPERATIONS.

C. E. TO BORROW MONEY AND CONTRACT DEBTS WHEN 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.

D. 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.

E. 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

... OF THE ...
... OF THE ...
... TO DO ALL ...
... COMMITTEE OR PROPER FOR THE ACCOUNT ...
... OF THE PURPOSES HEREIN AFTER OR BEFORE
... OR UP TO THE POWER HEREIN GRANTED, OR
... SHALL AT ANY TIME APPEAR CONDUCTIVE OR EXPEDIENT
... FOR THE BENEFIT OR PROTECTION OF THE CORPORATION,
... AS HOLDERS OF, OR INTERESTED IN ANY PROPERTY, OR
...
... TO EXERCISE ALL OF THE POWERS WHICH ARE NOW OR
... MAY HEREAFTER BE CONFERRED UPON CORPORATIONS GENERALLY
... BY THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE
CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS :

FIVE HUNDRED (500) : SHARES COMMON STOCK
NO PAR VALUE

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE
BUSINESS SHALL BE NOT LESS THAN FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE IV

THE CORPORATE HEADQUARTERS OF THIS CORPORATION SHALL BE LOCATED IN COCONUT CREEK, FLORIDA, 33066.

ARTICLE V

THE INITIAL STREET ADDRESS OF SAID CORPORATION SHALL BE
941 PALMETTO DR.
COCONUT CREEK, FLORIDA 33066.

ARTICLE VI

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 VII

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 NUMBER OF SHARES OF STOCK HEREINABOVE NAMED TO BE AUTHORIZED BY THE BOARD OF DIRECTORS OF THE CORPORATION SHALL BE APPROVED BY THE BOARD OF DIRECTORS, APPROVED BY THE STOCKHOLDERS, AND APPROVED BY A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

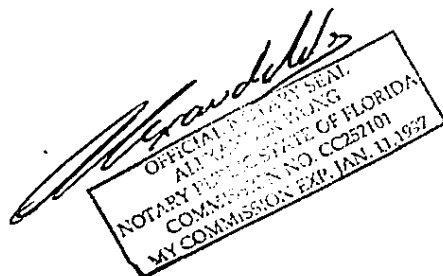
ARTICLE XII

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE 341 PALMITO DR. COCONUT CREEK, FLORIDA 33066.

ARTICLE XIII

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.

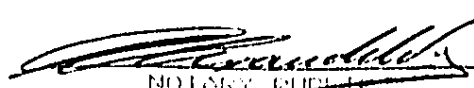


Edward J. Norton
EDWARD NORTON

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, THE SHERIFF'S OFFICE, PERSONALLY
APPEARED EDWARD J. HOGAN, JR. TO ME, DEED, FROTH AND EDWARD TO ME TO BE
THE PERSONS ENTITLED TO AND WHO EXECUTED THE FOREGOING AT THE TIME
OF INCORPORATION AND ACKNOWLEDGED TO AND BEFORE ME THAT _____
WITNESSED THE SAME FOR THE PURPOSES HEREIN REFERRED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
OFFICIAL SEAL OF BROWARD COUNTY, FLORIDA,
THIS 3 DAY OF June 1996.


NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION NO. 22101
MY COM. EXPIRES JAN. 11, 1997

MY COMMISSION EXPIRES
NOTARY PUBLIC, FLORIDA
COMMISSION NO. 22101
MY COM. EXPIRES JAN. 11, 1997

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JAN 20 1936

ACKNOWLEDGMENTS

HAVING BEEN NAILED 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 PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Edward J. Norton

EDWARD MORTON
RESIDENT AGENT

OFFICIAL EVIDENCE SEAL
STATE OF FLORIDA
NOTARY PUBLIC
COMMISSION NO. C0772101
EXPIRATION DATE JAN. 11, 1997

Handwritten signature