

**THANK YOU**  
from  
**Your Capital Connection**

ARTICLES OF INCORPORATION  
OF  
THE TACKLEBOX, INC..

FILED  
66 MAR 25 4:11:32  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is THE TACKLEBOX, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV.- INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 5680 Highway 1, Grant, Florida 32949.

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Donna L. Reprogel	Pres./Sec./Tres.	1561 Barton Ave., N.W. Palm Bay, FL 32907

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Donna L. Reprogel	1561 Barton Avenue, N.W. Palm Bay, FL 32907	200

Said subscriber alleges and certifies that the total value of

said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

#### ARTICLE XI.- 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 the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

#### ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such

provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII. - VOTING TRUSTS

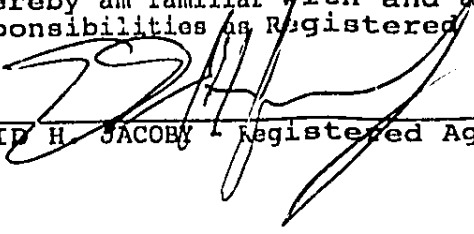
No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 24 day of June, 1996.

  
DONNA L. REPROGEL, Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
DAVID H. JACOBY, Registered Agent

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared DONNA L. REPROGEL and DAVID H. JACOBY, to me known to be the persons described as the

the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities. June 24, 1996

  
NOTARY PUBLIC

My commission Expires:



ELLEN O. DHIRMAN  
My Commission CC332469  
Expires Nov. 26, 1997  
Bonded by FIA  
800-422-1000

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JUN 25 1996  
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