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ACCOUNTING & TAXES BY COMPUTER
PO BOX 459
SAN MATEO, FL 32187

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

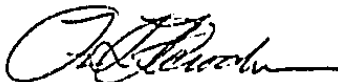
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*****70.00 *****70.00

DEAR SIR,

ENCLOSED IS THE ARTICLES OF INCORPORATION FOR WELAKA BAIT &
TACKLE, INC. IN DUPLICATE. ALSO A CHECK FOR \$70.00 TO COVER THE
COST OF FILING.

PLEASE SEND ALL CORRESPONDENCE TO:
ACCOUNTING & TAXES BY COMPUTER
PO BOX 459
SAN MATEO, FL 32187

SINCERELY,



FRANK FLEISCHMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WELAKA BAIT & TACKLE, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF
INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS
OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS WELAKA BAIT & TACKLE, INC.

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY
ORGANIZED SHALL CONSIST OF THE TRANSACTIONS OF ANY OR ALL
LAWFUL BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED
UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

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ARTICLE IV. CAPITAL STOCK

THE CORPORATION SHALL BE AUTHORIZED TO ISSUE COMMON STOCK, OF A SINGLE CLASS, OF A TOTAL OF NOT MORE THAN ONE-HUNDRED (100) SHARES, HAVING A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE REGISTERED ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 8002 ELM STREET, WELAKA, FLORIDA AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS SAMUEL L. PERKINS. THE BOARD OR DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

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ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN ONE (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUCTED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BYLAWS MAY PROVIDE.

THE NAMES AND ADDRESSES OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE BOARD OF DIRECTORS IS AS FOLLOWS:

SAMUEL L. PERKINS
P O BOX 52
WELAKA, FLORIDA 32193

CARLTON D. PERKINS
P O BOX 52
WELAKA, FLORIDA 32193

ELIZABETH L. PERKINS
P O BOX 52
WELAKA, FLORIDA 32193

SANDRA M. PERKINS
P O BOX 52
WELAKA, FLORIDA 32193

ARTICLE VII. INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS:

SAMUEL L. PERKINS
P O BOX 52
WELAKA, FLORIDA 32193

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ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND ADDRESS AND PHYSICAL LOCATION OF THE OFFICE, PLACE OF BUSINESS OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THIS STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

Samuel L. Perkins

STATE OF FLORIDA

COUNTY OF PUTNAM

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENT, PERSONALLY APPEARED SAMUEL L. PERKINS KNOWN ME TO BE THE PERSON DESCRIBED AS THE INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED TO THE SAID ARTICLES OF INCORPORATION.

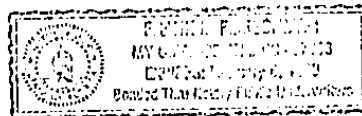
WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID.

THIS 22 DAY OF August, 19 96.

[Signature]

NOTARY

MY COMMISSION EXPIRES: 2/6/99



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EXHIBIT A

DESIGNATION OF

REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE SAMUEL L. PERKINS, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, AS ITS REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 8002 ELM STREET, WELAKA, FLORIDA 32193 AS ITS REGISTERED OFFICE.

BY: 

REGISTERED AGENT

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF
WELAKA BAIT & TACKLE, INC. AND DOES ACCEPT THAT APPOINTMENT
AND AGREES TO ACT AS SUCH.



REGISTERED AGENT