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ROBERT J. COMPTON
PRACTICE LIMITED TO MARINE, INDIAN
WARRANTY & PRODUCTS LITIGATION

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OF COUNSEL

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3280 MARY STREET
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TELEPHONE (305) 442-1088
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REPLY TO PORT PIERCE

September 5, 1996

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

500001843315
-09/10/96--01097--020
****122.50 ****122.50

RE: Rocket Sport Fishing, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for Rocket Sport Fishing, Inc. along with this firm's check in the amount of \$122.50. Please return a certified copy of the Articles in the envelope we have prepared for your convenience.

Thank you for your courtesy and cooperation.

Sincerely,



Tiffany L. Redden, Secretary
to Robert J. Compton, Esq.

Dmc
9-11-96

FILED
96 SEP -9 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROCKET SPORT FISHING, INC.

FILED
96 SEP - 9 PM 12:39
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I

Name

The name of the corporation is ROCKET SPORT FISHING, INC.

Article II

Duration

The period of duration of the corporation is perpetual.

Article III

Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article IV

Principal Office & Incorporator

The address of the corporation's principal office is 124 Queen Catherina Court, Fort

Pierce, Florida 34949 and the name of the corporation's Incorporator is Robert J. Compton, Esquire, whose address is 9415 Bunting Lane, Fort Pierce, FL 34951.

Article V

Initial Registered Agent

The name and address of the Initial Registered Agent is as follows:

Robert J. Compton, Esquire
9415 Bunting Lane
Ft. Pierce, Florida 34951

Article VI

By-Laws

The power to adopt, amend, or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

Article VII

Capital Stock

This corporation is authorized to issue 1,000 shares of one cent per share (\$.01) par value common stock, which shall be designated "Common Shares".

Article VIII

Initial Board of Directors

The number of Directors constituting the Initial Board of Directors of the corporation is one (1). The name and address of the person, who shall serve as the Director until the First Annual Meeting of Stockholders, or until the successor has been elected and

qualified, is as follows:

Robert Nomson
124 Queen Catherine Court
Fort Pierce, Florida 34949

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles
of Incorporation at Fort Pierce, Florida this 5 day of September, 1996.



ROBERT J. COMPTON
As Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared ROBERT J.
COMPTON, who is to me well known to be the person described in and who subscribed
the above Articles of Incorporation, and he did freely and voluntarily acknowledge before
me according to law that he made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Fort
Pierce in said County and State, this 5th day of September, 1996.



Notary Public
State of Florida at Large

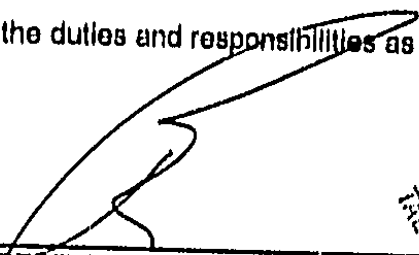
My Commission expires:



TIFFANY L. REDDEN
My Commission CC377213
Expires Jun. 01, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

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



ROBERT J. COMPTON

FILED
03 SEP -9 PM 12:39
TALLAHASSEE, FLORIDA