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November 20, 1996

Florida Secretary of State  
Division of Corporation  
Certification Section  
409 East Gaines Street  
Tallahassee, FL 32301

700002011487--5  
-11/21/96--01086--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MASTER BAITERS FISHING TACKLE, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned matter, with our check in the amount of \$122.50 representing:

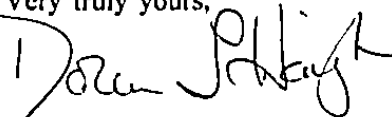
\$35.00	Filing Fee
35.00	Registered Agent Fee
52.50	Certified Copy

Please file these Articles and return the certified copy to us as soon as possible.

Please call if you have any questions.

Thanking you in advance, I am

Very truly yours,



DOREEN L. HAIGH  
Legal Assistant

Enclosures (as stated above)

NOV 27 1996

BSB

FILED  
96 NOV 21 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MASTER BAITERS FISHING TACKLE, INC.**

**FILED**

96 NOV 21 PM 12:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

**Article I - Name**

The name of the Corporation shall be **MASTER BAITERS FISHING TACKLE, INC.**

**Article II - Purpose**

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

**Article III - Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **7,500 shares of common stock** having a nominal or par value of **1.00 per share**. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

#### **Article IV - Initial Capital**

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

#### **Article V - Terms of Existence**

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

#### **Article VI - Address**

The principal office of the Corporation shall be 5941 Whitetail Lane, Jupiter. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

#### **Article VII - Director(s)**

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

#### **Article VIII - Initial Director(s)**

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Walter Korabiak

P.O. Box 454  
Morganville, NJ 07751

#### **Article IX - Incorporator(s)**

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Walter Korabiak

P.O. Box 454  
Morganville, NJ 07751

#### **Article X - Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Ste. 200, Tequesta, FL 33469 and the name of the initial registered agent of this Corporation at that address is Patrick Cicalese.

### Article XI - Amendment

The Corporation, by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

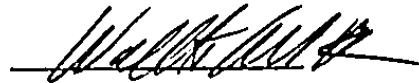
### Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

### Article XIII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this \_\_\_\_ day of November, 1996, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



STATE OF FLORIDA        )


                                  )  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared Walter Korabik to me well known to be the person(s) described in and who executed the foregoing instrument or who produced driver's license as identification and he/she/they acknowledged before me that he/she/they executed the same for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 19<sup>th</sup> day of November, 1996



DOHEEN L. HAIGH  
My Commission CC430243  
Expires Dec 29 1998  
Bonded by HAI  
800-422 1555



NOTARY PUBLIC  
My Commission Expires:  
(N.P. SEAL)

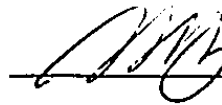
**Certificate Designating Place of Business or  
Domicile for the Service of Process within this State,  
Naming Agent upon Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **MASTER BAITERS FISHING TACKLE, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the YVillage of Tequesta, County of Palm Beach, State of Florida, and has named **Patrick Cialese** located at 250 Tequesta Drive, Ste. 200, Tequesta, FL 33469 is its agent to accept service of process within this State.

**Acknowledgment by Designated Agent**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**FILED**  
95 NOV 21 PM 12:45  
TALLAHASSEE, FLORIDA  
CLERK OF DISTRICT COURT