

P97000020871

ADELE VIRGINIA STONES, P.A.

ATTORNEY AT LAW

420 FLEMING STREET, KEY WEST, FL 33040
TELEPHONE (305) 294-0252 FAX (305) 296-4311

OF COUNSEL
SUSAN M. CARDENAS

March 20, 1997

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-03/24/97--01152--011
*****35.00 *****35.00

Florida Department of State
Corporate Records
P.O. box 6327
Tallahassee, FL 32314

Re: Articles of Amendment for Tarpon Fly, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amendment of Tarpon Fly, Inc.
A check in the amount of \$35.00 for filing fees is enclosed
herewith.

Please file these Articles of Amendment and return a certified
copy to me.

Thank you in advance for your assistance. Should you have any
questions regarding this filing, please do not hesitate to contact
me.

Very truly yours,

Adele V. Stones
Adele V. Stones
AVS/abk

cc: Jeffrey J. Cardenas

enclosure

FILED
97 APR -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/10
Amend
+ NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1997

Adele Virginia Stones, P.A.
420 Fleming St.
Key West, FL 33040

SUBJECT: TARPON FLY, INC.
Ref. Number: P97000020871

We have received your document for TARPON FLY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in 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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00015505

ADELE VIRGINIA STONES

ATTORNEY AT LAW

420 FLEMING STREET, KEY WEST, FL 33040
TELEPHONE (305) 294-0252 FAX (305) 296-4311

OF COUNSEL
SUSAN M. CARDENAS

April 7, 1997

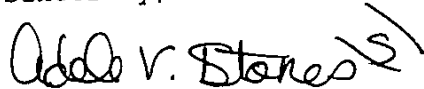
Division of Corporations
409 East Gaines Street
Key West, FL 33040

To Whom It May Concern:

Enclosed please find a copy of a letter from Florida Department of State, letter #697A00015505 and the corrected Articles of Amendment of Tarpon Fly, Inc.

If you need anything further please do not hesitate to contact this office.

Sincerely,


Adele V. Stones
AVS/abk

ARTICLES OF AMENDMENT
OF
TARPON FLY, INC.

FILED
97 APR -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article One of the Articles of Incorporation is hereby amended in its entirety to read:

ARTICLE ONE

The name of this Corporation shall be KEY WEST ANGLER, INC., a corporation organized under the statutes of the State of Florida.

2. Article Six of the Articles of Incorporation is hereby amended in its entirety to read:

ARTICLE SIX

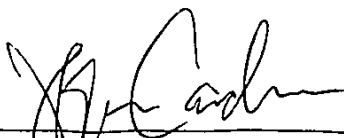
The Board of Directors shall consist of one (1) person, and the name and address of the person who is to serve as the sole director of the Corporation is as follows:

Jeffrey J. Cardenas
1218 Petronia Street
Key West, Florida 33040


3. The foregoing amendments were unanimously adopted and ratified by the sole director and shareholder of KEY WEST ANGLER, INC. at the special meeting of the board of directors and shareholders held at Key West, Florida on April 5, 1997, at 10:00 a.m. in accordance with Sections 607.187 and 607.191, Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer, director and shareholder of KEY
WEST ANGLER, INC., has executed these Articles of Amendment this 5th day of April, 1997.


ATTEST:



JEFFREY J. CARDENAS, President / Secretary



JEFFREY J. CARDENAS, Director



JEFFREY J. CARDENAS, Shareholder