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FILED
97 MAR 10 PM 3:03
TALLAHASSEE, FLORIDA

March 4, 1997

J & S Lures, Inc.
1025 Orange Camp Road
DeLand, FL 32724-7914

Secretary of State, Division of Corporations 900002108479--4
Corporate Records Bureau -03/10/97--01089--010
P.O. Box 6327 ****122.50 ****122.50
Tallahassee, FL 32314

RE: Incorporation of J & S Lures, Inc.

Ladies and Gentlemen:

I have set up a new corporation and would like to file with the State of Florida. Enclosed please find the original and one copy of our Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of Filing Fees and the Fee for Registered Agent Designation for J & S Lures, Inc..

Very truly yours,



Michael H. Davis, Subscriber
Tel: (904) 738-1762

F. 0108999 MAR 14 1997

ARTICLES OF INCORPORATION
OF
J & S LURES, INC.

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3-3-97

ARTICLE I. NAME

The name of this corporation is J & S LURES, INC..

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed by the subscribers hereto.

ARTICLE III. GENERAL PURPOSE

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV. CAPITAL STOCK AND DIVIDENDS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the initial principal office of this corporation is:

1025 Orange Camp Road
DeLand, Florida 32724-7914

and the name of the initial registered agent of this corporation at this address is:

Michael H. Davis

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Davis	1025 Orange Camp Road DeLand, Florida 32724-7914

ARTICLE VIII. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Davis	1025 Orange Camp Road DeLand, Florida 32724-7914

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 4th day of March, A.D., 1997.

7 MAR 97

Michael H. Davis

Michael H. Davis, Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Michael H. Davis, to me known to be the person described as subscriber herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the county and state named above this 4th day of March, A.D., 1997.



JOANNE K BIGLEY
My Commission CC298312
Expires Aug. 08, 1997
Bonded by HAI
800-422-1555

(NOTARIAL SEAL)

Joanne K. Bigley
Notary Public, State of Florida

My commission expires: 8/6/97

DESIGNATION OF REGISTERED AGENT

The undersigned subscriber of J & S LURES, INC. designates the following individual as registered agent for this corporation:

Michael H. Davis
1025 Orange Camp Road
DeLand, Florida 32724-7914

Michael H. Davis

Michael H. Davis
Subscriber

03/03/97
Date

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ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept designation as registered agent of HAW J & S LURES, INC. for service of process within the State of Florida.

Michael H. Davis

Michael H. Davis

03/03/97
Date