

P97000028699

March 19, 1997

SECRETARY OF STATE
STATE OF FLORIDA
INCORPORATION DIVISION
TALLAHASSEE, FLORIDA

DEAR SIR:

I AM ENCLOSING THE DOCUMENTATION FOR THE INCORPORATION OF
PROFESSIONAL MARKETING ASSOCIATES INTERNATIONAL, INC. AS FOLLOWS:

- 1) ARTICLES OF INCORPORATION
- 2) RESIDENT AGENT'S CERTIFICATE
- 3) NOTARIZATION

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-03/27/97--01045--012
****122.50 ****122.50

ALSO ENCLOSED IS MY CHECK FOR \$ 122.50 TO COVER THE FOLLOWING
COSTS:

- | | |
|--|----------|
| 1) FILING FEE | \$ 35.00 |
| 2) CERTIFICATE OF RESIDENT AGENT | \$ 35.00 |
| 3) CERTIFIED COPY OF CORPORATE CHARTER | \$ 52.50 |

I WOULD APPRECIATE YOUR TAKING CARE OF THIS MATTER AT YOUR
EARLIEST CONVENIENCE.

SINCERELY,



BILL RICHARDSON

APPROVED
AND
FILED
97 MAR 27 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Del 3/31

ARTICLES OF INCORPORATION
FOR
TAYLOR MADE FISHING, INC.

APPROVED
AND
FILED

97 MAR 27 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES, AND IMMUNITIES OF CORPORATION FOR PROFITS.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE TAYLOR MADE FISHING, INC., ITS BUSINESS SHALL BE CARRIED ON AT 708 MINORCA AVENUE, CORAL GABLES, DADE COUNTY, FL 33134 USA, AND AT SUCH OTHER PLACES OR POINTS IN THE STATE OF FLORIDA AND IN THE UNITED STATES AND FOREIGN COUNTRIES AS MAY FROM TIME TO TIME BE AUTHORIZED BY THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 708 MINORCA AVENUE, CORAL GABLES, FL 33134.

ARTICLE II

THE PURPOSE OF THE BUSINESS TO TRANSACTED BY THIS CORPORATION IS: TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND AND DESCRIPTION; EXCEPT THAT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE OR CEMETARY COMPANY, A BUILDING AND LOAN ASSOCIATION, MUTUAL FIRE INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 100 SHARES OF \$ 1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN DADE COUNTY, FLORIDA AT 708 MINORCA AVENUE, CORAL GABLES, FL 33134, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF ONE (1) DIRECTOR INITIALLY, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND ADDRESS OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL THE ORGANIZATIONAL MEETING OF THIS CORPORATION AND UNTIL THEIR SUCCESSOR OR SUCCESSORS ARE ELECTED ARE:

President - JOHN W. RICHARDSON	708 MINORCA AVE ,	CORAL GABLES, FL 33134
Vice Pres - N. JEFFREY REED	6426 S. 35 th STREET #1	FRANKLIN, WI 53132
Sec. Tr - HELEN REED	490-5 Buck Crossing	Aurora, Ohio 44202

ARTICLE IX

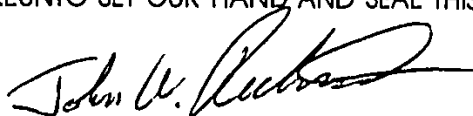
THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND STATEMENT OF THE NUMBER OF SHARES WHICH EACH AGREES TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES	PAR VALUE
JOHN W. RICHARDSON	708 MINORCA AVE , CORAL GABLES FL 33134	33	\$33
N. JEFFREY REED	6426 S. 35 th STREET #1 FRANKLIN, WI 53132	33	\$33
HELEN REED	490-5 Buck Crossing Aurora, Ohio 44202	34	\$34

ARTICLE X

WHENEVER A VACANCY (AS DEFINED BY FLORIDA STATUTES, SECTION 608.08) SHALL ARISE IN THE BOARD OF DIRECTORS BETWEEN ANNUAL MEETINGS, A SPECIAL MEETING OF THE SHAREHOLDERS SHALL BE CALLED PURSUANT TO AN APPROPRIATE PROVISION OF THE BY-LAWS AT WHICH THE SHAREHOLDERS, BY A MAJORITY OF THE VOTING SHARES SHALL FILL THE VACANCY IN THE BOARD.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEAL THIS 17th DAY OF MARCH, 1997.



JOHN W. RICHARDSON

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY THAT ON THE 19 DAY OF March, PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, JOHN W. RICHARDSON, TO ME KNOWN, AND WELL KNOWN TO ME TO BE THE PERSON OF THAT NAME DESCRIBED IN AND WHO ACKNOWLEDGED TO ME THAT SHE EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AS HIS FREE AND VOLUNTARY ACT AND DEED, FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL ON THE DAY AND YEAR FIRST ABOVE WRITTEN.

Cathy A Gardiner
NOTARY PUBLIC, STATE OF FLORIDA



CATHY A. GARDINER
COMMISSION # CC428826
EXPIRES DEC. 15, 1998
ALAN NOTARY SERVICE
1-800-498-9040

MY COMMISSION EXPIRES: 12-15-98

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:

FIRST THAT TAYLOR MADE FISHING, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCOR-
PORATION IN THE COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED JOHN W.
RICHARDSON OF 708 MINORCA AVENUE, CORAL GABLES, FL 33134, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: 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.

BY:



JOHN W. RICHARDSON
RESIDENT AGENT

APPROVED
AND
FILED

97 MAR 27 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA