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ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

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April 16, 1997

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

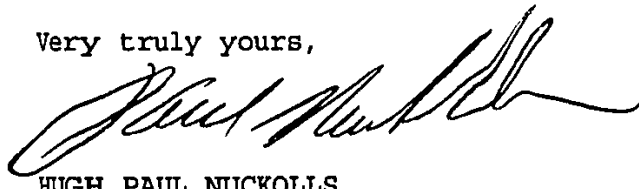
Re: Articles of Incorporation
of Team CastMaster, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for Team CastMaster, Inc. Also, please find enclosed a check made payable to you in the amount of \$70.00 as the required filing fee and registered agent fee. Please execute same.

If you have any questions, please feel free to contact me.

Very truly yours,



HUGH PAUL NUCKOLLS

/ee
Enclosures: as stated.

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ARTICLES OF INCORPORATION

OF

TEAM CASTMASTER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I (Name)

The name of the corporation is Team CastMaster, Inc.

ARTICLE II (Principal Office)

The principal office of the corporation is: 2701 Cleveland Avenue, Suite 2, Fort Myers, Florida 33901.

The mailing address of the corporation is: 2701 Cleveland Avenue, Suite 2, Fort Myers, Florida 33901.

ARTICLE III (Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV (Purpose)

The general purposes for which this corporation is organized are to conduct business providing manufacturing, sale and distribution of fishing nets and equipment services and to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V (Capital Stock)

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock with a par value of one cent (\$.01) per share.

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ARTICLE VI
(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 2701 Cleveland Avenue, Suite 2, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is James R. Love, Jr.

ARTICLE VII
(Initial Directors)

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders. The name and address of the initial director of this corporation is:

James R. Love, Jr.
3830 Central Avenue, #112
Fort Myers, Florida 33901

ARTICLE VIII
(Incorporators)

The name and address of the person signing these Articles is:

James R. Love, Jr.
3830 Central Avenue, #112
Fort Myers, Florida 33901

ARTICLE IX
(Bylaws)

The Bylaws of the corporation may be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of April, 1997.


JAMES R. LOVE, JR., Incorporator

STATE OF FLORIDA)

COUNTY OF LEE)

§

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared, JAMES R. LOVE, JR., who is personally known to me or who has produced a Florida drivers license as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of April, 1997.


NOTARY PUBLIC

My Commission Expires:

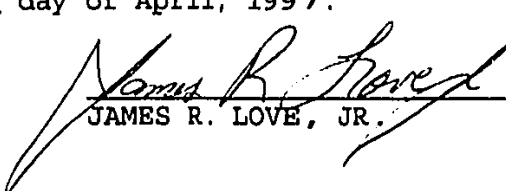
Print Name: _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of Team CastMasters, Inc., is familiar with Section 607.325, Florida Statutes and accepts the obligations thereunder.

EXECUTED this 15th day of April, 1997.


JAMES R. LOVE, JR.

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