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STONE & GERKEN, P.A.

ATTORNEYS AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -9 PM 3: 00

LEWIS W. STONE
SCOTT A. GERKEN

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

June 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

Re: The Bait Shack, Inc.

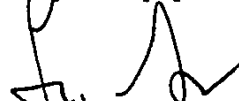
300002205493--3
-06/09/97--01050--020
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee and certified copy of Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Lewis W. Stone

LWS:cak

Enclosures

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6-11-97

ARTICLES OF INCORPORATION
OF

THE BAIT SHACK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -9 PM 3:00

The Undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is THE BAIT SHACK, INC.

ARTICLE II - PRINCIPAL OFFICE

The physical street address in Florida for the principal office of the corporation is 1408 E. Main Street, Leesburg, Florida 34748. The mailing address of the corporation is 1408 E. Main Street, Leesburg, Florida 34748.

ARTICLE III - SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

NAME
Janet Ann Witt

ADDRESS
37240 Beach Drive
Umatilla, FL 32784

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ARTICLE V - INCORPORATORS

The names and addresses of the persons who are incorporators of this corporation are:

NAME	ADDRESS
Johnny E. Witt	37240 Beach Drive Umatilla, Florida 32784
Janet Ann Witt	37240 Beach Drive Umatilla, Florida 32784

Johnny E. Witt
Johnny E. Witt, Incorporator

6-5-97
Date

Janet Ann Witt
Janet Ann Witt, Incorporator

6-5-97
Date

ARTICLE VI - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Janet Ann Witt
Janet Ann Witt, Registered Agent

6-5-97
Date