

PA7000055373
TRANSMITTAL LETTER

June 12, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

THE TACKLE SHOP INC.

100002219491--3
-06/23/97--01047--019
****122.50 ****122.50

From: William Duquemin
4134 Gulf of Mexico Drive, Suite 302
Longboat Key, Fl. 34228

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 7:11:29

Articles of Incorporation of:

The Tackle Shop Inc.

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DIVISION OF CORPORATIONS

97 JUN 23 11:11:20

Article I Name:

The Tackle Shop Inc.

Article II Principal Office:

4134 Gulf of Mexico Drive, Suite 302, Longboat Key,
Florida

Article III Capital Stock:

The Corporation is authorized to have 10,000 shares of common stock with a par value of \$0.10 (ten cents) each.

Article IV Terms of Existence:

The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)

William Duquemin
4134 Gulf of Mexico Drive,
Suite 302, Longboat Key, Florida, 34228

Article VII Initial Board of Directors:

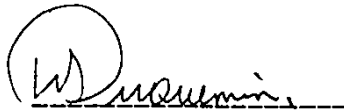
This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

**William Duquemin
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228**

The undersigned have executed these articles of incorporation this:

12th June, 1997

Signature:

A handwritten signature in dark ink, appearing to read 'W Duquemin', is written over a horizontal line.

Name: William Duquemin

Title: President.

Certificate of Designation Registered Agent/Registered Office

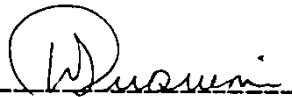
The name of the Corporation is:

The Tackle Shop Inc.

The name and address of the registered agent and office is:

William Duquemin
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228

Signature: _____



Title: President.

Date: 01.02.97.

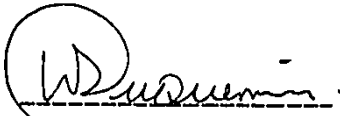
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DIVISION OF CORPORATIONS
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Acceptance of appointment as
Registered Agent for

THE TACKLE SHOP INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature: _____



Name: William Duquemin

Title: President