

P97000075139

JONATHAN D. COMMANDER
ATTORNEY AT LAW
POST OFFICE BOX 2956
PALM BEACH, FLORIDA 33480
(561) 835-6990

August 13, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 AM 9:26

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

300002268013-1-3
-08/15/97--D1023--016
****122.50 ****122.50

Re: Ty-Flies Ltd., Inc.

EFFECTIVE DATE
8.13.97

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced company. Please file the original in your office and return one certified copy to us.

Also enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy of	
Charter and Articles	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$122.50

Thank you very much and please do not hesitate to contact me should there be any questions or difficulties.

Very truly yours,


Jonathan D. Commander

JDC/mo
Enclosures

W97-18896

14
8-29-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

JONATHAN D. COMMANDER, ESQ.
PO BOX 2956
PALM BEACH, FL 33480

SUBJECT: TY-FLIES LTD., INC.
Ref. Number: W97000018896

We have received your document for TY-FLIES LTD., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

"Ltd." is not an acceptable corporate suffix. Please spell out "Limited" in order to use it in your corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 497A00041454

ARTICLES OF INCORPORATION
OF

TY-FLIES LIMITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 15 AM 9:26

EFFECTIVE DATE

8.13.97

The undersigned subscriber to these Articles of Incorporation hereby comes to form a corporation for profit under the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be TY-FLIES LIMITED, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation shall be authorized to engage in the business of retail sales of sporting goods, clothing and related items and any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall consist of one hundred (100) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Director(s).

ARTICLE IV
AMOUNT OF CAPITAL NECESSARY TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE V
TERM OF EXISTENCE

The corporation shall have perpetual existence beginning August 13, 1997.

ARTICLE VI
PRINCIPLE PLACE OF BUSINESS

The principle place of business of the corporation shall be in Palm Beach County, Florida, and its principle office shall be at 279 Royal Poinciana Way, Palm Beach, Florida, 33480 or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII
NUMBER OF DIRECTORS

The corporation shall have not less than one (1) nor more than five (5) directors.

ARTICLE VIII
NAME AND ADDRESS OF DIRECTORS

The name and addresses of the first directors who, subject to the provisions of these Articles, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the corporate existence, or until successors are elected and qualified, are:

David B. Benham
Victor B. Benham & Co., Ltd.
17 Village Square
Glen Cove, NY 11542

ARTICLE IX
OFFICERS OF THE CORPORATION

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until successors are elected and qualified shall be:

David B. Benham, President/Secretary
Victor B. Benham & Co., Ltd.
17 Village Square
Glen Cove, NY 11542

ARTICLE XI
DESIGNATION OF RESIDENT AGENT

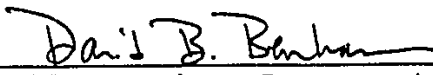
Pursuant to Chapter 48.091, Florida Statutes, the following named person is designated as Resident Agent for this corporation, to accept service of process in the State of Florida:

Jonathan D. Commander
Post Office Box 2956
Palm Beach, FL 33480

ARTICLE XII

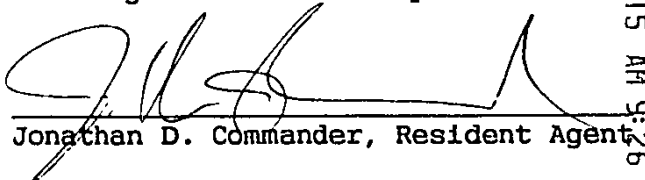
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, on this the 13th day of August, 1997.



David B. Benham, Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Jonathan D. Commander, Resident Agent

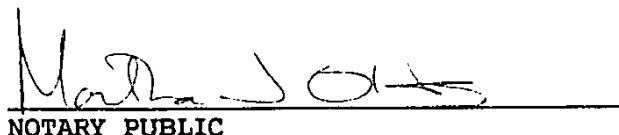
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared David B. Benham, as the Incorporator to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 13th day of August, 1997.


NOTARY PUBLIC

My commission expires:

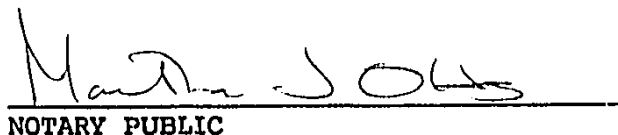


MARTHA J. OLDS
COMMISSION # CC523826
EXPIRES JAN. 10, 2000

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Jonathan D. Commander, as the Resident Agent to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 13th day of August, 1997.


NOTARY PUBLIC

My commission expires:



MARTHA J. OLDS
COMMISSION # CC523826
EXPIRES JAN. 10, 2000