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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 3:48

OLE FLORIDA FLY SHOP, INC.
6353 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

August 29, 1997

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SENT VIA FEDEX

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Corporate filing

Dear Secretary of State:

Enclosed please find an original copy of the Articles of Incorporation which we would like filed as soon as possible and returned in the self-address, stamped envelope enclosed. Enclosed is check number 0094 in the amount of \$122.50 for the filing fee and a certified copy of the Articles.

If you have any problems or questions regarding this matter, please contact me at the above telephone number.

Very truly yours,



Connee Quillen

enclosures

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P.S. Please fax a copy of the recorded Articles along with a statement stating the the Corporation Name is available on Tuesday. I will call for this. (954) 676-0626 (work number).

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PLEASE RETRUN A CERTIFIED COPY OF THE ARTICLES AS SOON AS RECORDED. I HAVE ENCLOSED A PREAID AIRBILL & ENVELOPE FOR YOUR USE. THANKS FOR YOUR HELP IN THIS MATTER!!

D. BROWN SEP - 3 1997

ARTICLES OF INCORPORATION
OF
OLE FLORIDA FLY SHOP, INC.

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The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

OLE FLORIDA FLY SHOP, INC.

The address of the principal place of this corporation shall be 6353 North Federal Highway, Boca Raton, Florida 33487 and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1000 shares of common stock.

CORP/ARTICLES.P

DKB

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

D. KYLE QUILLEN
6353 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

D. KYLE QUILLEN
6353 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is D. KYLE QUILLEN, whose street address is 6353 NORTH FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33487.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in said official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

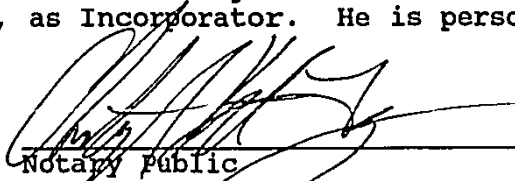
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 22, 1997.

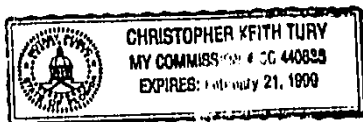

D. KYLE QUILLEN, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on August 22, 1997, by D. KYLE QUILLEN, as Incorporator. He is personally known to me.


Notary Public
My Commission Expires:

(SEAL)



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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OLE FLORIDA FLY SHOP, INC., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 6353 NORTH FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33487, has named D. KYLE QUILLEN, whose address is 6353 NORTH FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33487, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


D. KYLE QUILLEN