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LAW OFFICES OF
JOSEPH G. BYWATER

P. O. DRAWER 2807
LAKELAND, FLORIDA 33806-2807

PHONE: 941 / 686-5109

September 15, 1997

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-09/17/97--01043--011
*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Polk City Bait & Tackle, Inc.


Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing
the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater
JGB/mc

Enclosures

c: Mr. David Bush

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 SEP 17 PM 12:29

FILED

9/18/97
JGB

ARTICLES OF INCORPORATION
OF
POLK CITY BAIT & TACKLE, INC.

FILED
97 SEP 17 PM 12:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Polk City Bait & Tackle, Inc. and the business address of this corporation is 225 North Commonwealth Avenue, Polk City, Florida, 33868.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: operating a bait and tackle shop and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

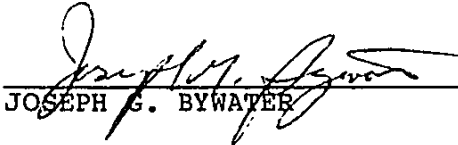
O. David Bush
866 Bumbly Lane
Auburndale, Florida 33823

Shirley J. Bush
866 Bumbly Lane
Auburndale, Florida 33823

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 15th day of September, 1997.


JOSEPH G. BYWATER

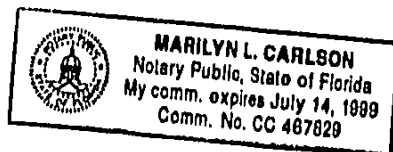
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 15th day of September, 1997.


NOTARY PUBLIC

Commission Expires
Commission Number
Notary Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT POLK CITY BAIT & TACKLE, INC.
WITH ITS PLACE OF BUSINESS AT: POLK CITY, FLORIDA
HAS NAMED: JOSEPH G. BYWATER
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B
CITY OF LAKELAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: September 15, 1997



Joseph G. Bywater
Registered Agent

DIVISION OF
CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED