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Gunning, Culp,
Angus & Passmore
Accounting & Tax Professionals

January 9, 1998

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

400002401214--4
-01/15/98-01037-002
***122.50 ***122.50

To whom it may concern:

Enclosed herewith please find a check in the amount of \$122.50, representing fees for filing a profit corporation, to wit:

CARIBBEAN BAIT & TACKLE, INC.

Please send the completed documents of incorporation to:

Robert W. Angus, Registered Agent
GUNNING, CULP, ANGUS & PASSMORE
1362 Havendale Boulevard
Winter Haven, FL 33881

FILED
98 JAN 15 PM 4:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Sincerely,

Robert W. Angus
GUNNING, CULP, ANGUS & PASSMORE

MM 1-15-98

ARTICLES OF INCORPORATION OF CARIBBEAN BAIT & TACKLE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is CARIBBEAN BAIT & TACKLE, INC.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to fishing tackle and bait sales.

ARTICLE III – CAPITAL STOCK

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

ARTICLE IV – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V – OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is: Linda A. Froshour, 1004 Lake Howard Drive S., Winter Haven, FL 33880.

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TALLAHASSEE, FLORIDA

ARTICLE VI – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII – INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is Robert W. Angus, 1362 Havendale Boulevard, Winter Haven, FL 33881.

ARTICLE VIII – INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX – CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be: 1004 Lake Howard Drive S., Winter Haven, FL 33880.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI – SUB-CHAPTER S CORPORATION

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Linda A. Froshour, 1004 Lake Howard Drive S., Winter Haven, FL 33880.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 9th day of January, 1998.

Linda A. Froshour
Linda A. Froshour

STATE OF FLORIDA)

COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Linda A. Froshour, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same for the purposes there expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 9th day of January, 1998

Elizabeth A. Passmore
Notary Public, State of
Florida at Large

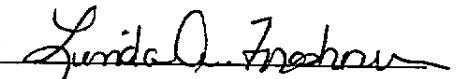
My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating office/registered agent, in the State of Florida.

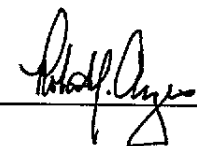
1. The name of the corporation is CARIBBEAN BAIT & TACKLE, INC.
2. The name and address of the registered agent and office is ROBERT W. ANGUS, 1362 HAVENDALE BOULEVARD, WINTER HAVEN, FLORIDA 33881.

Signature 

Title: Initial Officer & Director

Date: January 9, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

Signature 

Date: January 9, 1998

FILED
98 JAN 15 PM 4:30
DIV. OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA