

LAW OFFICES
NELSON • HESSE

2070 Ringling Boulevard
Sarasota, Florida 34237

RICHARD E. NELSON
RICHARD L. SMITH*
F. STEVEN HERB
OMER CAUSEY
WILLIAM A. DOOLEY**
MICHAEL S. DREWS***
FREDERICK J. ELBRECHT****
GARY W. PEAL
PHILIP J. SYPULA
J. NEAL MOBLEY
STEPHEN M. WALKER

Telephone (941) 366-7550
Telefax (941) 955-3708

ROBERT L. HESSE
RETIRED

*Board Certified
City, County &
Local Government Law
**Certified Mediator
***Board Certified
Business Litigation Lawyer
****Board Certified
Civil Trial Lawyer

February 12, 1998

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Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: Billy Bass Tackle Company

Dear Sir or Madam:

Enclosed please find the following:

1. Original and copy of the Articles of Incorporation of Billy Bass Tackle Company;
2. Two executed copies of the certificate designating place of business for the service of process; and
3. Our firm check in the amount of \$122.50, which represents the following:

Filing fee	\$35.00
Certified copy of charter	52.00
Registered Agent Fee	35.00

We would appreciate your issuance of the corporate charter and returning a certified copy to us.

Sincerely,

F. Steven Herb
F. STEVEN HERB

FSH/ema
Enclosures
(#4736E-04)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JN 2-12-98

ARTICLES OF INCORPORATION

OF

BILLY BASS TACKLE COMPANY

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

1.1) Name. The name of the corporation is **Billy Bass Tackle Company**.

ARTICLE 2.

Nature of Business

2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3.

Capital Stock

3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of Common Stock, having a par value of \$1.00 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each

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election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4.
Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.
Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 2070 Ringling, Boulevard, Sarasota, FL 34237. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be F. Steven Herb, whose business office is at 2070 Ringling Boulevard, Sarasota, FL 34237.

ARTICLE 6.
Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of three (3) members. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the members of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until their successors shall have been elected and qualified are: John V. Cavanaugh, 1805 Apex Road, Sarasota, FL 34240-9386, Billy Bass, 3598 Trout Street, Dunnellon, FL 34431, and Mary Ellen Bass,

3598 Trout Street, Dunnellon, FL 34431.

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Directors. The number of Directors shall never be less than one (1).

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is: John V. Cavanaugh, 1805 Apex Road, Sarasota, FL 34240-9386.

ARTICLE 8.
Provisions for Regulation of the Internal
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

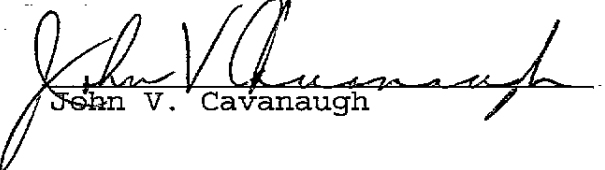
ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of

Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence for **Billy Bass Tackle Company** shall begin on the same date and time as these Articles are accepted for filing by the Department of State.


John V. Cavanaugh

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a notary public authorized to take acknowledgements, personally appeared John V. Cavanaugh to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, (X) who is personally known to me, () or who produced as identification _____.

WITNESS my hand and official seal this 11th day of February, 1998.


Notary Public

My Commission Expires:



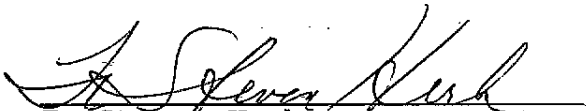
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that **Billy Bass Tackle Company** desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation in the County of
Sarasota, State of Florida, has named **F. Steven Herb**, located at
2070 Ringling Boulevard, Sarasota, County of Sarasota, State of
Florida, its agent to accept service of process within this
state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


F. Steven Herb

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