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TRANSMITTAL LETTER

FROM:

Rickey's Reel Diehl of New Port Richey, Inc.

2221 Stockman Road

New Port Richey, FL 34655

DEAR:

DANA CALLOWAY, DOCUMENT SPECIALIST

CORPORATIONS DIVISION

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Please find enclosed:

- 1. An original Articles of Incorporation and one copy for the above named corporation.
- 2. A Certificate of Designation of Registered Office and Registered Agent.
- 3. A money order in the amount of some for filing fees.
- 4. A self-addressed Federal Express Envelope.

Please send one copy of the Articles of Incorporation, one copy of Certificate of Designation of Registered Office & Registered Agent, receipts and/or responses to the above street address in the enclosed self-addressed Federal Express Envelope.

Thank you very much.

Date: 2-19-98

Name of Incorporator:

Gregory Michael Sharp

Signature of Incorporator: M

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ARTICLES OF INCORPORATION

OF

RICKEY'S REEL DIEHL OF NEW PORT RICHEY, INC.

Pursuant to the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Rickey's Reel Diehl of New Port Richey, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

2221 Stockman Road New Port Richey, Florida 34655

- Article 3. The corporation is authorized to issue one class of stock, that being 500 shares of common stock, par value \$1.00 per share, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.
- Article 4. The name and address of the corporation's initial registered agent is:

Gregory Michael Sharp 2221 Stockman Road New Port Richey, Florida 34655

Article 5. The name and address of the incorporator of this corporation is:

Gregory Michael Sharp 2221 Stockman Road New Port Richey, Florida 34655

Page 2, Articles of Incorporation of Rickey's Reel Diehl of New Port Richey, Inc.

Article 6. The following officers have been appointed to manage the business on a daily basis. These officers may be removed at any time with or without cause, and may resign at any time by delivering written notice to the Board of Directors:

President:

Vice President, Director of Operations:

Vice President, Qualifying Agent:

Vice President, Licensing:

Vice President, Licensing:

Ronald Engel

Ronald Engel

Phillip Rose

Anne Gray

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: 2-19-98

Name of Incorporator: Gregory Michael Sharp

Signature of Incorporator: Gregory Michael Sharp

CERTIFICATE OF DESIGNATION

OF

REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporations Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name:

Gregory Michael Sharp

Street Address:

2221 Stockman Road

New Port Richey, Florida 34655

Having named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent: Trypy Michael Sharp

Date: 2 - (9 - 98

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SECRETALS FLORIDA
TALLAHASSEE, FLORIDA