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March 24, 1998

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***122.50 ***122.50

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

Re: Bait Bags, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation to be filed with the Secretary of State. I also enclosed our firm check payable to the Secretary of State in the amount of \$122.50 for the cost of the filing fee.

Thank you for your assistance. Should you need any further information, please do not hesitate to contact this office.

Yours very truly,

John B. Moss
John B. Moss

JBM/rll
Enclosures

Regina/John Moss GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article III* - to *March 20, 1998*
DATE *3/27/98*
DOC. EXAM *B13*

B. BROCK MAR 27 1998

FILED
98 MAR 25 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATIONu
OF

BAIT BAGS, INC., A FLORIDA CORPORATION

FILED
98 MAR 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
3-20-98

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is BAIT BAGS, INC., A Florida Corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 625 Goldenrod Lane South, Neptune Beach, Florida 32266.

ARTICLE III - DURATION

This corporation shall commence business March 20, 1998, and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 625 Goldenrod Lane South, Neptune Beach, Florida 32266, and the name of the Corporation's initial registered agent at that address is JERRY MOULTON.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

JERRY MOULTON
625 Goldenrod Lane South
Neptune Beach, FL 32266

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

JERRY MOULTON
625 Goldenrod Lane South
Neptune Beach, FL 32266

JERRY McCOY
625 Goldenrod Lane South
Neptune Beach, FL 32266

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) The manufacture and sale of fishing related items and the doing of any and all things related thereto.
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.


ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 19 day of March, 1998.

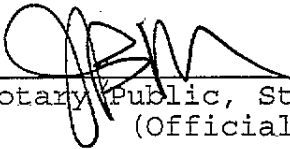


JERRY MOULTON, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JERRY MOULTON, who executed the foregoing Articles of Incorporation, and ~~X~~ who is personally known to me or _____ who produced the following identification: _____ (check one).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19 day of March, 1998.



Notary Public, State of Florida
(Official Stamp)



John B. Moss
MY COMMISSION # CC593321 EXPIRES
January 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

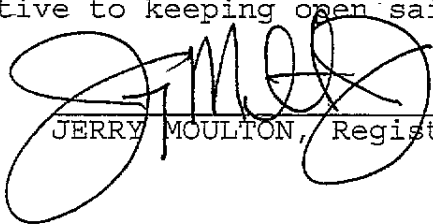
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

First - BAIT BAGS, INC., A Florida Corporation, desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at 625
Goldenrod Lane South, Neptune Beach, County of Duval, State of
Florida, has named JERRY MOULTON, of 625 Goldenrod Lane South,
Neptune Beach, Duval County, Florida (32266), as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

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
provisions of said Act relative to keeping open said office.


JERRY MOULTON, Registered Agent

FILED
98 MAR 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA