

RONALD R. SWARTZ

Attorney At Law

18045 JORENE ROAD
ODESSA, FLORIDA 33556

P9800000 38 202

April 3, 1998

TELEPHONE
813-926-1999
813-792-6585

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

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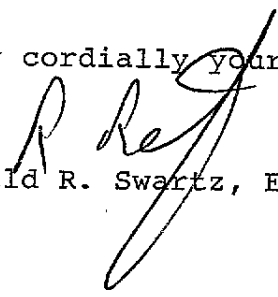
RE: ARTICLES OF INCORPORATIONS
BIG BASS RECORD CLUB, INC.

Dear Sir:

Please find enclosed herewith a check for the sum of \$122.50 to establish the above corporation. Please forward the original corporate charter to me in the self-addressed envelope.

Very cordially yours,

Ronald R. Swartz, Esquire



RRS/dds

FILED
98 APR 27 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten initials and date: RRS/dds 5/1/98

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BIG BASS RECORD CLUB, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: BIG BASS RECORD CLUB, INC.

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

- a. To engage in all activities relating to the business of fishing and outdoor recreation.
- b. To engage in any lawful enterprise, whether commercial, industrial, or agricultural, calculated or designated to be profitable to this corporation;
- c. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;
- d. To manufacture, purchase, or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and deal with, goods, wares, merchandise, and real and personal property of every class and description;
- e. To purchase, lease and hold real and personal property; and any and every estate and interest therein; and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease

and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation;

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a special time or times secured by mortgage or otherwise;

g. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

h. To purchase, sell and transfer shares of its own capital stock in accordance with all relevant Florida Statutes; and

i. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder.

In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation shall begin business will be \$500.00.

ARTICLE V

Existence of Corporation

The existence of this corporation shall begin upon the filing with and the approval by the Department of State of these Articles of Incorporation; and thereafter the existence of this corporation shall be perpetual.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at: 11708 U.S. 92 East, Seffner, Florida, 33584.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than two and not more than three members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the First Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified is:

<u>Name</u>	<u>Street Address</u>
Marshall E. Dentmon	11708 U.S. 92 East Seffner, Florida 33584
Bill Currie	5815 No. Dale Mabry Highway Tampa, Florida, 33614

ARTICLE IX

Subscriber

The name and street address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Street Address</u>
Marshall E. Dentmon	11708 U.S. 92 East Seffner, Florida, 33584

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation; and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or

repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders are subject to this reservation.

ARTICLE XIII

Designation of Registered Agent and Registered Office

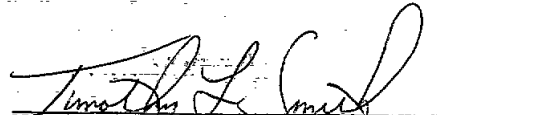
The name and mailing address of the registered agent is Ronald R. Swartz. The location of the registered office of the 18045 Jorene, Odessa, Florida, 33556.


MARSHALL E. DENTMON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 23 day of April, 1998, personally appeared Marshall E. Dentmon to me well-known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that _____ executed the same freely and voluntarily for the uses and purposes therein expressed.

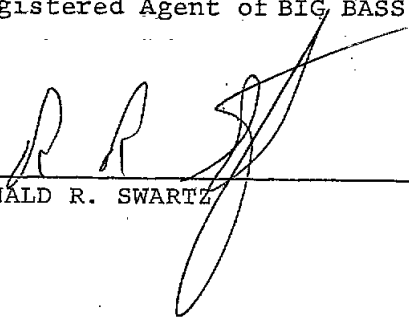
NOTARY PUBLIC
STATE OF FLORIDA
Timothy L. Smith
Notary Public, State of Florida
Commission No. CC 554610
My Commission Exp. 07/06/2000
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.


NOTARY PUBLIC - State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

KNOW ALL MEN BY THESE PRESENTS that I, Ronald R. Swartz hereby accept the appointment of Registered Agent of BIG BASS RECORD CLUB, INC.

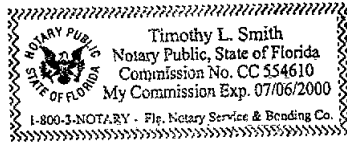


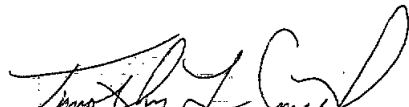
RONALD R. SWARTZ

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 25 day of April, 1998, personally appeared _____ who, after being duly sworn, deposes and says that he is the aforementioned Registered Agent of BIG BASS RECORD CLUB, INC.

and he executed the foregoing for the purposes therein stated.





NOTARY PUBLIC - State of Florida

My Commission Expires:

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98 APR 27 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA