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TRANSMITTAL LETTER

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

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-04/30/98--01053--009  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: AMERICAN FLY TYER, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 (Filing Fee & Certified Copy).

FROM:

EMILY MCDANIEL

431 VILLAGE BLVD., SUITE 905-488

West Palm Beach, Florida 33409

Phone: (561) 615-6600

FILED  
98 APR 30 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall

MAY - 1 1998

(5)

ARTICLES OF INCORPORATION

AMERICAN FLY TYER, INC.

FILED  
98 APR 30 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICAN FLY TYER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 431 Village Blvd., Suite 905-488, West Palm Beach, Florida 33409.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of selling hand tied flies for fishing and to conduct any other lawful business activity.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 431 Village Blvd., Suite 905-488, West Palm Beach, FL 33409 and the name of the initial registered agent of this corporation at that address is Emily McDaniel. -

**ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is Emily McDaniel, 431 Village Blvd., Suite 905-488, West Palm Beach, FL 33409.

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is: Emily McDaniel, 431 Village Blvd., Suite 905-488, West Palm Beach, FL 33409.

**ARTICLE IX - OFFICERS**

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualify:

Emily McDaniel: President, Treasurer, and Secretary.

**ARTICLE X - AMENDMENT**

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

ARTICLE XI - FISCAL YEAR

This corporation's Fiscal year shall be the calendar year.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27<sup>th</sup> day of April, 1998.

Emily C. McDaniel  
Emily McDaniel

STATE OF FLORIDA :  
COUNTY OF PALM BEACH : SS

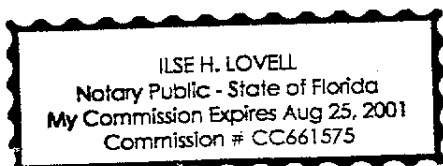
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Emily McDaniel, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 27<sup>th</sup> day of April, 1998.

Ilse H. Lovell  
Notary Public, State of Florida

My Commission Expires: 8/25/2001

[NOTARY SEAL]



ID produced:  
Florida Driver License

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 Section 607.0501, Florida Statutes, the following is submitted in compliance therewith:

That AMERICAN FLY TYER, INC. designates the name and address of its registered agent to accept service of process within this State as follows:

EMILY McDANIEL  
431 Village Blvd., Suite 905-488  
West Palm Beach, Florida 33409

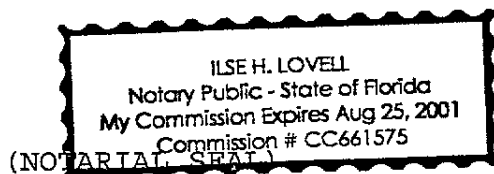
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Emily C. McDaniel  
Emily McDaniel

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing certificate was sworn to and acknowledged before me this 27th day of April, 1998.



Ilse H. Lovell  
Notary Public, State of Florida

My Commission expires: 8/25/2001

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