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FILED
99 JUL 27 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN E. BLANCK
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July 19, 1999

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Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

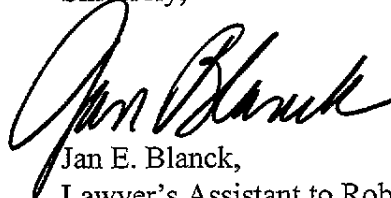
Re: Tacklemania.com, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of Tacklemania.com, Inc., a Florida corporation. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy of the amendment. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

Amended & Restated Art.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TACKLEMANIA.COM, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned officer of **TackleMania.Com, Inc.**, under the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **TackleMania.Com, Inc.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be 3024 Ashland Terrace, Clearwater, Florida 33761.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation is authorized to issue is 30,000,000 shares of Common Stock having no par value.

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ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INDEMNIFICATION

The officers and directors of the Corporation shall be indemnified by the Corporation to the fullest extent allowed under applicable Florida law.

The foregoing Amended and Restated Articles of Incorporation were adopted by means of Unanimous Written Consent of the Shareholders and Directors of the Corporation dated June 30, 1999, pursuant to Section 607.1003 of the Florida Business Corporation Act, and therefore, the number of shares cast in favor of approval of the Amended and Restated Articles was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of June, 1999.



David A. Raehpour,
President

CERTIFICATE OF REGISTERED AGENT
OF
TACKLEMANIA.COM, INC.

Having been named to accept service of process for TackleMania.Com, Inc. at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Date: July 19
~~June~~ ___, 1999


Robert C. White, Jr.