

P98000052253

KLEDA, MITCHELL, AUSTERMAN & ZUERCHER, L.L.C.

Attorneys At Law

Alexander B. Mitchell, II
Gary M. Austerman
Michael R. Biggs
Alan D. Herman
John V. Wachtel, IV
J. Michael Morris
David D. Broomfield
Jeffrey D. Peier
Scott A. Eads
† Mark J. Lazzo
John B. Gilliam
Gregory B. Kleda
Christopher A. McElgunn
† Mary T. Malicoat
Todd E. Shadid

1600 Epic Center, 301 N. Main
Wichita, Kansas 67202-4888

Telephone: (316) 267-0331
Telefacsimile: (316) 267-0333

www.kmazlaw.com

Member of TerraLex®
International Network of Independent Law Firms

† licensed also in Missouri
† licensed US Patent and Trademark Office

Todd M. Allison
Julie K. Ariagno
Laura D. Fent
Eric G. Kraft
Christopher M. Magana
Chad S. Nelson
Erin E. Syring
Kimberly A. Wingate ‡

Of Counsel
Vincent L. Bogart
Paul C. Herr
Mark A. Wilkerson †
Bruce W. Zuercher †

L.D. Kleda (1937-1996)

May 7, 2001

700004193677--7
-05/10/01--01097--013
*****35.00 *****35.00

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

Re: FishingLife.com, Inc.

Dear Secretary of State:

We have enclosed two signed originals of the Amended and Restated Articles of Incorporation of FishingLife.com, Inc. along with the Certificate of Registered Agent. We have also enclosed the \$35 filing fee. Please return a filed copy to my attention.

Should anything further be required for the filing, please call us collect. Thank you kindly for your attention to this matter.

Very truly yours,

Sharon Kincaid

Sharon K. Kincaid, CLA
Certified Legal Assistant

SKK/Imm
Enclosures

FILED
01 MAY 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RSKant ne

T. LEWIS MAY 17 2001

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FISHINGLIFE.COM, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned officer of FishingLife.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 FishingLife, Inc.

ARTICLE II.
ADDRESS

The street address of the Corporation shall be 700 N. W. 57th Place, Suite 8, Ft. Lauderdale, Florida 33309.

ARTICLE III.
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV.
PURPOSE

The purpose of the 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 the Corporation is authorized to issue is Thirty Million (30,000,000) shares of common capital stock without par or nominal value.

ARTICLE VI.
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 700 N. W. 57th Place, Suite 8, Ft. Lauderdale, Florida 33309 and the registered agent for the Corporation at that address shall be Thomas F. Patten.

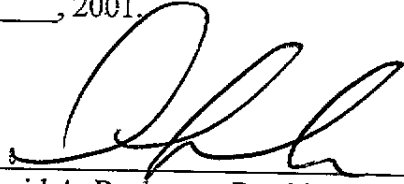
FILED
01 MAY 10 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 February 21, 2001, 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 of was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 21 day of FEBRUARY, 2001.



David A. Raehpour, President

CERTIFICATE OF REGISTERED AGENT

OF

FISHINGLIFE.COM, INC.

Having been named to accept service of process for FishingLife.com, Inc. (or FishingLife, Inc.) at the place designated in the foregoing Amended and Restated Articles of Incorporation, Thomas F. Patten 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.

Dated: FEBRUARY 21, 2001

Thomas F. Patten
Thomas F. Patten