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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: JERRY'S BAIT & TACKLE, INC.
AUDIT NUMBER.....H98000012064
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

JERRY'S BAIT & TACKLE, INC.

The undersigned subscriber for the purpose of forming a Corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. Name.

The name of this corporation is:

JERRY'S BAIT & TACKLE, INC.

ARTICLE II. Nature of Business.

The general nature of the business and the objects and purposes to be transacted and carried are:

1. Any activity or Business permitted under the laws of the United States and/or the State of Florida.

2. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

3. And, further, to borrow or raise money for any purpose of the company, and to secure the same with interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

This instrument prepared by:
GEORGE F. HERO ESQ.
8603 S. DIXIE HIGHWAY, SUITE 300

MIAMI, FL 33143
FLORIDA BAR #035611

(305) 665-1766

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ARTICLE III. Capital Stock

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The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Fifty Shares (50) Common Stock, No par value per share.

ARTICLE IV. Term of Existence

This corporation shall have perpetual existence.

ARTICLE V. Principal Office

The initial address of the Principal office and mailing address of this corporation in the State of Florida is:

664 WOODVILLE HIGHWAY, CRAWFORDVILLE, FLORIDA 32327

ARTICLE VI. Directors

This corporation shall have one (1) director initially.

The number of Directors may be increased from time to time pursuant to the bylaws of the corporation and any director is not required to be a stockholder of the corporation.

ARTICLE VII. Initial Board of Directors

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, bylaws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified is: F. SCOTT PATERNA, 664 WOODVILLE HIGHWAY, CRAWFORDVILLE FLORIDA, 32327.

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ARTICLE VIII. Subscriber

The name and post office address of the subscriber of these Articles of Incorporation and the number of shares of stock the subscriber agrees to take is: F. SCOTT PATERNA, 664 WOODVILLE HIGHWAY, CRAWFORDVILLE FLORIDA, 32327, 50 shares

ARTICLE IX. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

664 WOODVILLE HIGHWAY, CRAWFORDVILLE FLORIDA, 32327.

and the name of the initial registered agent of this corporation is:

ANTHONY F. PATERNA

ARTICLE X. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting, by 51% of the Stock entitled to vote thereon.

ARTICLE XI. Indemnification

The corporation shall indemnify and save harmless any officer or director, or any former officer or director, to the full extent permitted by law.

THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation

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for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares of stock hereinabove set forth, and accordingly have set his hand and seal this 24TH of JUNE, 1998.

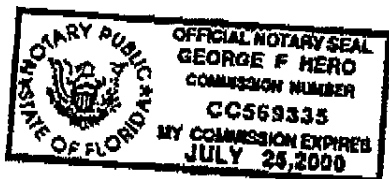

F. SCOTT PATERNA (seal)

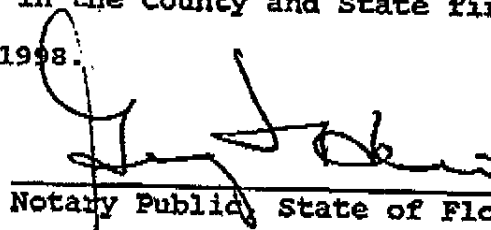
STATE OF FLORIDA,)
) SS.:
COUNTY OF DADE,)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared F. SCOTT PATERNA and acknowledged that he executed the foregoing as the subscriber to these Articles of Incorporation.

WITNESS my hand and seal in the County and State first named above this 24TH day of JUNE, 1998.

My Commission Expires:




Notary Public, State of Florida

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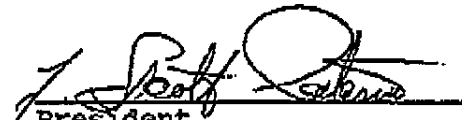
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is JERRY'S BAIT & TACKLE, INC.
2. The name and address of the registered agent and office is


ANTHONY F. PATERNA
 664 WOODVILLE HIGHWAY
 CRAWFORDVILLE. FLORIDA, 32327


 President

Dated this 24TH day of JUNE, 1998.

ACKNOWLEDGMENT

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

By: 
 Anthony F. Paterna

Dated this 24TH of JUNE, 1998.

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