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August 12, 1998

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

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Re: Articles of Incorporation for: I'd Rather Be Fishing,
Inc.

Dear Sir or Madame:

I have enclosed an original and one copy of the Articles of
Incorporation for the above mentioned corporation.
Also you will find a check in the amount of \$122.50 for the
certificate of status, and registered agent designation.

Please send a certified copy of the articles of
incorporation to the incorporator: Robert J. Haight at
1658 Harvard Court, Fort Myers, FL 33901. I am also
requesting a copy of the articles of incorporation be sent to
my address as listed above for record keeping purposes.

Sincerely yours,



Michael D. Arceneaux
Accountant for I'd Rather Be Fishing, Inc.

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ARTICLES OF INCORPORATION

For

I'd Rather Be Fishing, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

I'd Rather Be Fishing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

I'd Rather Be Fishing, Inc.
1658 Harvard Court
Fort Myers, FL 33901

ARTICLE III DURATION

The corporation shall commence upon filing its Articles of Incorporation and shall have a perpetual existence thereafter.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE V SHARES

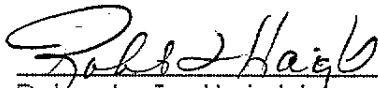
The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of no-par stock.

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

The registered agent of the corporation and the street address of its registered office is as follows:

Name	Address
Robert J. Haight	1658 Harvard Court Fort Myers, FL 33901

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Robert J. Haight
Registered Agent

Date 8-12-98

ARTICLE VII DIRECTORS

The business and other affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve within the provisions as indicated in the Bylaws. The number of the members of the Board of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The Board of Directors shall initially have(one directors). The name and address of the initial Directors are as follows:

Robert J. Haight
1658 Harvard Court
Fort Myers, FL 33901

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders.

ARTICLE IX INCORPORATORS

The name and the address of the person signing these Articles of Incorporation is as follows:

Robert J. Haight
1658 Harvard Court
Fort Myers, FL 33901

The undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1998.

Robert J. Haight 8.12.98
Robert J. Haight
Incorporator

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