

P98000085644

Address C/O ACCOUNTING GROUP  
2407 EAST MAIN DR  
FT. MYERS, FL 33901

400002655424--2  
-10/05/98-01064-002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Phone 941-939-3635

Secretary of State  
Division of Corporations  
Capitol Building  
Tallahassee, FL 32301

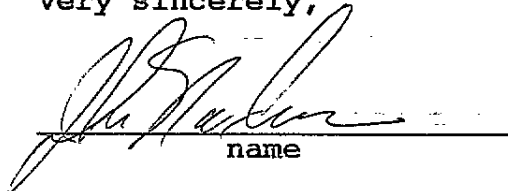
Gentlemen,

Enclosed are:

1. Two (2) copies of the Articles of Incorporation of  
J. V. J. DISCOUNT TACKLE INC.  
name of corporation
2. Appointment of a Registered Agent of Filing Purposes.
3. A check for \$122.50 to cover the charter tax, filing fees, registered agent fee and the cost of a certified copy of the Articles.

Please send me a certified copy.

Very sincerely,

  
name

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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10-6-98  
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Articles of Incorporation  
of

J. & J. DISCOUNT TACKLE INC.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators under the laws of the state of Florida, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is J & J DISCOUNT TACKLE INC.
- SECOND: The period of its duration is; PERPETUAL.
- THIRD: The purpose(s) for which the corporation is organization are SALES and ANY OTHER LAWFUL BUSINESS ACTIVITY FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 200 SHARES OF COMMON STOCK HAVE \$1.00 PAR VALUE EACH.
- FIFTH: The corporation will not commence business until at least \$100.00 has been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting for shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: NONE.
- EIGHT: Provisions for the regulation of the internal affairs of the corporation are: TO BE GOVERNED BY THE BYLAWS WHICH SHALL BE ADOPTED BY A MAJORITY OF DIRECTORS.
- NINTH: The address of the initial registered office of the corporation is: 1240 SW THIRD AVE CAPE CORAL FL 33914 and the name of its initial registered agent at such address is JOHN NARDONE.
- TENTH: Address of the principal place of business is: 2855 COLONIAL BLVD FT MYERS FL 33912.
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is ONE and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

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TALLAHASSEE, FLORIDA

Name

Address

JOHN NARDONE

1240 S.W. THIRD AVE

CAPE CORAL FL 33914

The name and address of each incorporator is:

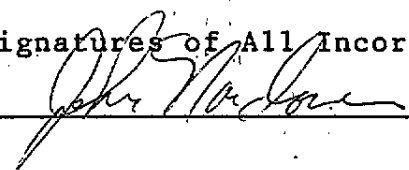
JOHN NARDONE

1240 S.W. THIRD AVE

CAPE CORAL, FL 33914

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 29TH day of SEPT 1996.

Signatures of All Incorporators



ORIGINAL APPOINTMENT  
OF REGISTERED AGENT

The undersigned, being at least a majority of the incorporators  
of J. & J. DISCOUNT TACKLE INC.,  
hereby appoints JOHN NARDONE  
to be statutory agent upon whom any process, notice or demand  
required or permitted by statute to be served upon the corporation  
may be served.

The complete address of the agent is: 1240 SW THIRD AVE,  
CAPE CORAL, LEE County,  
(CITY OR VILLAGE)  
Florida, 33914.  
(ZIP CODE)

Date: 9-29-98

[Signature]  
(INCORPORATOR)

(INCORPORATOR)

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TALLAHASSEE, FLORIDA

*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.*

SIGNATURE

[Signature]

DATE

9-29-98