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Law Offices of
Henry M. Andreasen, Jr., P.A.

12811 Kenwood Lane, Suite 113
Fort Myers, Florida 33907

December 10, 1998

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FILED
98 DEC 11 PM 2:38
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

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

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-12/11/98-01051--002
*****70.00 *****70.00

Re: COASTLINE HOBBIES, INC.

Gentlemen:

Enclosed for filing in the Division of Corporations are the following documents:

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

Enclosed is my check in the amount of \$70.00 for the filing fee for the articles and designation of registered agent.

Thank you for your attention to this matter.

Yours truly,

Henry M. Andreasen, Jr.

Henry M. Andreasen, Jr.
For the Firm

HMA/bab
Enclosures

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12/11

**ARTICLES OF INCORPORATION
OF
COASTLINE HOBBIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be COASTLINE HOBBIES, INC.

ARTICLE TWO

CORPORATE DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE OF CORPORATION

The general purposes for which the corporation is organized are:

1. To engage in the business of retail sales of hoppy equipment and goods.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

OFFICE

The principal office of the corporation shall be located at 12811 Kenwood Lane, Suite 102, Fort Myers, Florida 33907 and its mailing address shall be 12811 Kenwood Lane, Suite 102, Fort Myers, Florida 33907.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of one cent (\$0.01) per share.

ARTICLE SIX

TRANSFER RESTRICTIONS

The transfer of shares of stock in the corporation is restricted and no shareholder shall sell, convey, or otherwise transfer his or her shares of the corporation to any person, firm or other corporation unless the shareholder shall have first made an offer to sell such stock to the corporation in accordance with procedures set forth in the bylaws.

ARTICLE SEVEN

SHAREHOLDER'S PREEMPTIVE RIGHTS

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

ARTICLE EIGHT

S CORPORATION ELECTION

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

ARTICLE NINE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 10610 Regent Circle, Naples, Florida 34109 and the name of its initial registered agent at that address is Ronald B. Golly.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Carl McKinney	5246 Holland Street, Naples, FL 34113
Charles Thomas	P.O. Box 1615, Naples, FL 34106
Ronald B. Golly	10610 Regent Circle, Naples, FL 34109

ARTICLE ELEVEN

INCORPORATORS

The name and address of each incorporator of the corporation is:

Name	Address
Carl McKinney	5246 Holland Street, Naples, FL 34113
Charles Thomas	P.O. Box 1615, Naples, FL 34106
Ronald B. Golly	10610 Regent Circle, Naples, FL 34109

ARTICLE TWELVE

INDEMNIFICATION

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

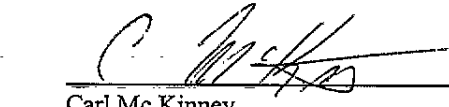
ARTICLE THIRTEEN

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon

the shareholders of the corporation is subject to this reservation.

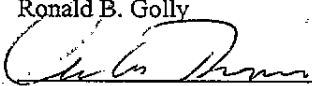
Executed by the undersigned at Fort Myers, Florida, on December 10, 1998.



Carl Mc Kinney



Ronald B. Golly

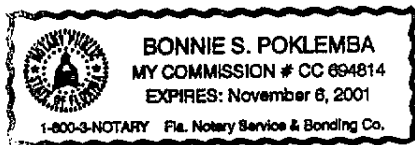


Charles Thomas

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of December, 1998,
by CARL McKINNEY, who is personally known to me or who have produced _____
as identification.





Notary Public

Printed Name of Notary:

Bonnie S. Poklemba

Notary Commission No:

CC694814

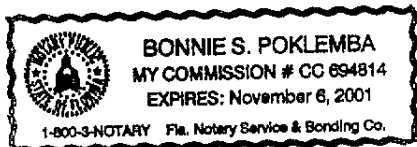
My Commission Expires: 11-06-01

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of December, 1998,

by RONALD B. GOLLY, who is personally known to me or who has produced _____
as identification.



Bonnie S. Poklemba
Notary Public

Printed Name of Notary:
Bonnie S. Poklemba

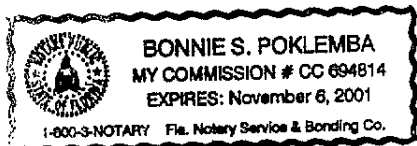
Notary Commission No:
CC694814

My Commission Expires: 11-06-01

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of December, 1998,
by CHARLES THOMAS, who is personally known to me or who has produced _____
as identification.



Bonnie S. Poklemba
Notary Public

Printed Name of Notary:
Bonnie S. Poklemba

Notary Commission No:
CC694814

My Commission Expires: 11-06-01

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:


COASTLINE HOBBIES, INC.

2. The name and street address of the registered agent and office is:

RONALD B. GOLLY
10610 Regent Circle
Naples, Florida 34109

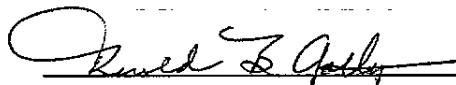
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: December 10, 1998.



Ronald B. Golly

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



Ronald B. Golly
Registered Agent