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OF COUNSEL  
LANDIS & KANE, P.A.  
DAVID M. LANDIS  
JON E. KANE  
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February 24, 1999

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Re: Scott's Bait & Tackle, Inc.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

I am sending this via Federal Express and ask that this been done as expeditiously as possible. Your assistance in this matter is appreciated.

Sincerely,

  
David M. Landis

DML:

Enclosures

E:\Landis D\SHS, Mr. & Mrs. Scott\Bizer's Bait & Tackle\Scott's Bait Ltr to Secretary of State.doc

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\*\*\*\*122.50 \*\*\*\*78.75

99 FEB 25 AM 10:24  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**SCOTT'S BAIT & TACKLE, INC.**

**ARTICLE I**

The name of this Corporation is Scott's Bait & Tackle, Inc..

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 1023 South Dillard Street, Winter Garden, Florida 34787. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 1023 South Dillard Street, Winter Garden, Florida 34787 and the name of the Corporation's initial registered agent to receive service of process is David M. Landis, Esquire, Mateer & Harbert, P.A., Suite 600, Landmark Center Two, 225 East Robinson Street, P. O. Box 2854, Orlando, Florida 32802-2854.

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 FEB 25 AM 10:24

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#### ARTICLE V

The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Directors are as follows:

<u>Name</u>	<u>Address</u>
Scott Sills	2707 Forest View Lane Kissimmee, Florida 34744
Lara Sills	2707 Forest View Lane Kissimmee, Florida 34744

The name and address of the subscribers are Scott Sills and Lara Sills, 2707 Forest View Lane, Kissimmee, FL 34744.

#### ARTICLE VI

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 2-24-99, 1999.

SCOTT SILLS

LARA SILLS

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on 2-24, 1999, by  
SCOTT SILLS AND LARA SILLS who are personally known to me or has produced  
N/A (type of identification) as identification.

JEAN M. RIGNALL  
Name: JEAN M. RIGNALL  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
JEAN M RIGNALL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC587059  
MY COMMISSION EXP. OCT. 10, 2000


CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Scott's Bait & Tackle, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1023 South Dillard Street, Winter Garden, Orange County, Florida 34787, has named David M. Landis as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
DAVID M. LANDIS  
(Registered Agent)

FILED  
99 FEB 25 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA