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CRIDER LAW FIRM

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John Crider
John S. Clardy III †
† Admitted in FL and GA

April 19, 1999

Katherine Harris
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

Re: Incorporation of Payne's Bait & Tackle, Inc.


Dear Ms. Harris:

Enclosed please find an original and copy of Articles of Incorporation for filing with your office.

Also enclosed is a check in the amount of \$122.50 for the filing fees. After these Articles have been filed, please provide me with a certified copy of same.

Thank you for your cooperation in this matter.

Sincerely,


For John Crider

JC:sp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 21 AM 11:03

ARTICLES OF INCORPORATION

OF

PAYNE'S BAIT & TACKLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 21 AM 11:03

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation is PAYNE'S BAIT & TACKLE, INC. The Corporation shall be referred to in this instrument as "the Corporation"; these Articles of Incorporation as "Articles"; and the By-Laws of the corporation as "By-Laws".

The mailing address of the principal office of the corporation is

9691 Ft Island Trail
Crystal River, FL 34429

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized is for retail sales of bait and tackle equipment and all other lawful activities that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock with \$1.00 par value per share. The sum of the par value of all shares of common stock of the corporation that have been issued shall be the stated capital of the Corporation at any particular time. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the common stock of the Corporation. The shares of the Corporation are not to be divided into classes, and the Corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address in Florida of the initial registered office of the corporation is 9691 Fort Island Trail, Crystal River, Florida 34429 and the name of the initial registered agent at such address is Timothy D. Payne.

ARTICLE VI-DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) director. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation but shall never be less than one.

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is as follows:

TIMOTHY D. PAYNE 9691 Fort Island Trail, Crystal River, FL 34429

ARTICLE VIII - SHAREHOLDERS' ACTIONS

A vote of more than fifty percent (50%) of the shareholders of the corporation shall be required for any shareholder action.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X -PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI-CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must

be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his votes at said election.

ARTICLE XII-MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIII-NON-RESIDENT DIRECTORS

Directors need not be residents of this state or country or shareholders of this Corporation unless the Articles of Incorporation or Bylaws so require.

ARTICLE XIV- DIRECTORS AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Articles or By-laws.

ARTICLE XV-INFORMAL ACTIONS OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI-REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed with or without cause, by a vote of the holders of 60 percent of the shares then entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Citrus County, Florida on the 17th day of April, 1999.


TIMOTHY D. PAYNE

STATE OF FLORIDA:
COUNTY OF CITRUS:

The foregoing instrument was acknowledged before me this 19th day of April, 1999, by Timothy D. Payne who is personally known to me or who has produced a Florida Drivers License as identification.



John S. Clardy, III
MY COMMISSION # CC793271 EXPIRES
November 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

John S. Clardy, III
Notary Public

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for PAYNE'S BAIT & TACKLE, INC., I hereby accept the designation as Registered Agent for said Corporation and agree to act in this capacity.

Timothy D. Payne
TIMOTHY D. PAYNE

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