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May 10, 1999

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-05/17/99-01085-001
*****70.00 *****70.00

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

Re: SOUTH WEST ANGLERS TACKLE INC.

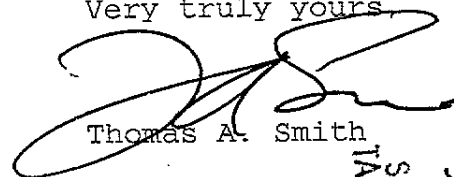
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the above-named corporation together with my check in the amount of \$70.00 to cover the costs of filing.

Please note that the Resident Agent is stated in the Articles and the acceptance is attached at the end.

If the enclosed are in order, please file the Articles and return the uncertified copy for my files.

Very truly yours,



Thomas A. Smith

99 MAY 17 PM 2:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

999A-27847
C/B
5-19-99

ARTICLES OF INCORPORATION OF
SOUTH WEST ANGLERS TACKLE, INC.

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99 MAY 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I

The name of this corporation is SOUTH WEST ANGLERS TACKLE, INC.. The address of its principal office and mailing address is 800 W. Platt St., Ste. 3, Tampa, FL 33606.

II

This corporation shall exist perpetually and shall commence its corporate existence upon filing these Articles with the Secretary of State.

III

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To engage in all methods of sales of fishing, hunting and outdoor equipment, gear and tackle, and specifically including, but not limited to, mail-order, internet, trade shows, and retail outlets.

(c) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to

conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph or telephone company, or a building and loan association.

(d) To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, licenses, in the State of Florida, and in all other states or countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To become guarantor or surety for any other person firm or corporation for any purpose or transaction whatsoever.

(i) To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the

interest of the corporation.

(j) To enjoy all the powers now or hereafter conferred upon corporations by the statutes or the laws of the State of Florida.

(k) The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

IV

The corporation shall have only one class of stock. The aggregate number of shares with which this corporation is initially organized is 500 shares of common capital stock. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

V

The street address of this corporation's initial registered office and the name of its initial registered agent is:

CHRYSTEILE GARNER

800 W. Platt St., Ste. 3
Tampa, FL 33606

VI

There will be one director constituting the initial board of directors and his name is:

CHRYSTEILE GARNER

800 W. Platt St., Ste. 3
Tampa, FL 33606

VII

The name and address of the incorporator is:

CHRYSTEILE GARNER

800 W. Platt St., Ste. 3
Tampa, FL 33606

These Articles of Incorporation are hereby acknowledged and
executed by the undersigned on this, the 13 day of May 1999.



CHRYSTEILE GARNER


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 13
day of May, 1999 by CHRYSTEILE GARNER who is
personally known to me or who produced _____ as
identification and who did take an oath.



THOMAS A SMITH
My Commission CC516791
Expires Dec. 07, 1999



Notary Public

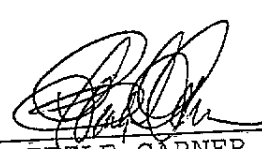
Printed name of Notary Public

My commission Expires:

Notary commission number:

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the above Articles of Incorporation, 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.


CHRYSTEILE GARNER

Date: MAY 13, 1999

FILED
99 MAY 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA