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QUOTATION \*\*

INVOICE #            SHADES  
                         1/04/95  
CUSTOMER #          YATE01

CAPITAL CONNECTION, INC.  
P.O. BOX 10349

TALLAHASSEE, FL 32302  
904-274-8870  
CLIENT REF # JW14

CLIENT REP: JULIA WATSON

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DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING  
ART WITH CERT COPY FOR:  
SHADES/SPORTS CONNECTION, INC.

JAN 4 1995 BSB

RECEIVED  
95 JAN -4 AM 11:31  
DIVISION OF CORPORATION

FILED  
95 JAN -4 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

FILED

95 JAN -4 PM 1:18

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SHADES/SPORTS CONNECTION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **SHADES/SPORTS CONNECTION, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 2724 N. Roosevelt Blvd., Key West, FL 33040.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of no par per share.

#### **ARTICLE IV: INTIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Regis Yoest, 2724 N. Roosevelt Blvd., Key West, FL 33040.

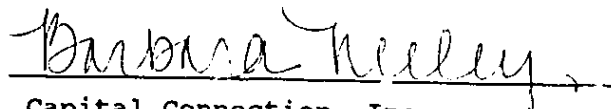
#### **ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE VI: INTIAL BOARD OF DIRECTORS**

The name and address of the member of the initial Board of Directors and sole officer of the corporation is Regis Yoest, 2724 N. Roosevelt Blvd., Key West, FL 33040.

The undersigned has executed these Articles of Incorporation this 4th day of January, 1995.



Capital Connection, Inc.

Barbara Neeley - President

Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: \_\_\_\_\_

Shades/Sports Connection, Inc.

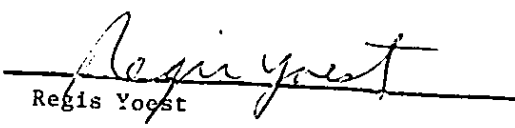
2. The name and street address of the registered agent and office is: \_\_\_\_\_

Regis Yoest

2724 N. Roosevelt Blvd.

Key West, Florida 33040

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.

  
Regis Yoest

# P9500000637

Regis Yoest  
Requestor's Name

R. Yoest

900 Pelican Bay Dr.

Daytona Beach FL.

32119      ic #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

Regis Yoest  
900 Pelican Bay Dr.  
Daytona Beach FL.  
32119      (Document #)

9047675707      (Document #)

4. \_\_\_\_\_ (Corporation Name)      (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of State

96 MAR 18 PH 2:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of k.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3/26  
*Joey*  
v.l.  
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Examiner's Initials	
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ARTICLES OF DISSOLUTION

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96 MAR 18 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: SHADES/SPORTS CONNECTION, INC.  
2734 N. ROOSEVELT BLVD. - Key West FL 33040

SECOND: The date dissolution was authorized: 12/31/95

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

Regis Yoest  
(voting group)

Signed this 31<sup>ST</sup> day of JANUARY, 19 95

Signature Regis Yoest  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Regis C Yoest  
(Typed or printed name)

PRESIDENT  
(Title)