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TRANSMITTAL LETTER

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

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SUBJECT: Captain's Challenge Corporation
(Proposed corporate named must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee

\$78.75

Filing Fee

& Certificate

\$122.50

\$131.25

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: PEGGY A. MC DONALD

Name (Printed or typed)

1524 MAHOGANY LANE

Address

PALM HARBOR, FL 34683

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CAPTAIN'S CHALLENGE CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal office location: 3363 58th Avenue North, No. 339

St. Petersburg, Florida 33714

Mailing address:

Captain's Challenge Corporation Peggy A. McDonald, President

P.O. Box 60248

St. Petersburg, Florida 33784-0248

ARTICLE III PURPOSES

The specific purposes for which the corporation is organized are:

- 3.1 To engage in economic development as a Christian and charitable non profit organization in the United States and abroad.
- 3.2 To provide job training, on the job employment experience, job placement, job modeling and counseling to the poor, unemployed or under employed, in the spirit of Christlike servanthood.
- 3.3 To establish realistic, subsidiary cottage type employment work shops for actual "hands on" work training and experience.
- 3.4 To provide, when appropriate, entrepreneurial/micro-enterprise training, coaching, and assistance.
- 3.5 To combine services in connection with child care centers, where available, especially for the welfare of women and children.

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ARTICLE III PURPOSES (CONTINUED)

3.6 To develop employable skills for persons who will benefit from such training, experiential learning and assistance regardless of age, ethnic origin, gender, nationality, political persuasion, race or religion.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Election to the Board of Directors may occur at an Annual Meeting or at any Regular Meeting, by a majority vote of the Board, upon a favorable recommendation by the Nomination Committee. All election shall be subject to the provisions of articles of the By-laws which regulate elections.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Hugh Scanlon, President Florida Specialty Sales, Inc.

Street address: 1242 Wisconsin Ave. Palm Harbor, Fl 34683 Mailing address: PO Box 757, Palm Harbor, Fl 34682-0757

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Peggy A. McDonald 1524 Mahogany Lane Palm Harbor, Florida 34683

Signature/Incorporator

1/25/99

Date

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 am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent

Date

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