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Florida Department of State  
Division of Corporations  
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From:

Account Name : CAPITAL CONNECTION, INC.  
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FLORIDA PROFIT CORPORATION OR P.A.

OUT OF THE BLUE CAFE, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
OUT OF THE BLUE CAFE, INC.**

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be OUT OF THE BLUE CAFE, INC. The principal place of business of this corporation shall be 3567 El Verdado Court, Naples, FL 34109.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having one dollar (\$1.00) par value per share.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 500 5<sup>th</sup> Av S, Suite 502, Naples, FL 34102, and the name of the initial registered agent of the corporation at that address is Leonard P. Reina, Esq.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

This corporation shall have two director initially. The number of directors may be changed from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Shannan Lee Burke  
3567 El Verdado Court  
Naples, FL 34109

John F. Burke  
3567 El Verdado Court  
Naples, FL 34109

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ARTICLE VII. OFFICERS

The officers of the corporation are:

Shannan Lee Burke  
3567 El Verdado Court  
Naples, FL 34109  
President/Secretary

John F. Burke  
3567 El Verdado Court  
Naples, FL  
Vice President/Treasurer

ARTICLE VIII. INDEMNIFICATION OF OFFICERS

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books as records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

ARTICLE IX. INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is:

Shannan Lee Burke  
3567 El Verdado Court  
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 19 day of July, 2001.

  
Shannan Lee Burke, Incorporator

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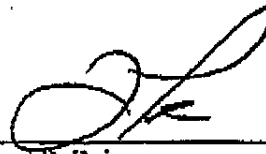
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ACCEPTANCE OF REGISTERED AGENT

I, Leonard P. Reina, agree to serve as registered agent and accept service for OUT OF THE BLUE CAFE, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 19th day of July, 2001.



Leonard P. Reina  
Registered Agent's Signature

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