

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : LAW OFFICE OF FREDERICK C. KRAMER

Account Number : I20000000246

Phone : (941)394-8192

Fax Number : (941)642-0006

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FLORIDA PROFIT CORPORATION OR P.A.

AFFORDABLE CAPTAIN'S SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FAX 09/24/01 SEP 24 2001

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ARTICLES OF INCORPORATION

OF

AFFORDABLE CAPTAIN'S SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following articles of incorporation for the corporation:

I. NAME

The name of the corporation is: **AFFORDABLE CAPTAIN'S SERVICES, INC.**

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The initial principal office of the corporation is:

807 Bluebonnet Court
Marco Island, Florida 34145

IV. MAILING ADDRESS

The initial mailing address of the corporation is:

P.O. Box 352
Marco Island, Florida 34146

V. SHARES

The number of shares that the corporation is authorized to issue is Five Hundred (500) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

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H01000101874 5**VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and the two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. MANAGEMENT OF CORPORATION

The corporation shall not have a board of directors. Rather, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of the corporation.

VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent of the corporation in the manner set out and provided for in the Act.

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IX. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 807 Bluebonnet Court, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: Joey D. Barbree.

X. INCORPORATOR

The name and address of the incorporator is:

Joey D. Barbree
P.O. Box 352
Marco Island, Florida 34146

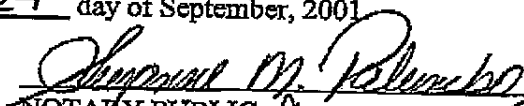
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 24 day of September, 2001.


JOEY D. BARBEE
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared JOEY D. BARBEE to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24th day of September, 2001


NOTARY PUBLIC

Print Name: SUZANNE M. PALUMBO
State of Florida at Large

My commission expires:



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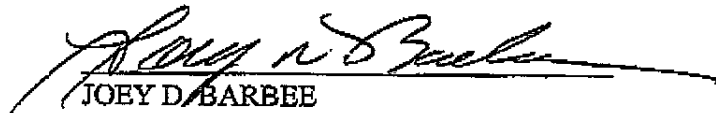
FREDERICK C KRAMER

005/005

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ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


JOEY D. BARBEE

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