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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 1 7 21
02 MAR -8

March 6, 2002

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

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*****78.75 *****78.75

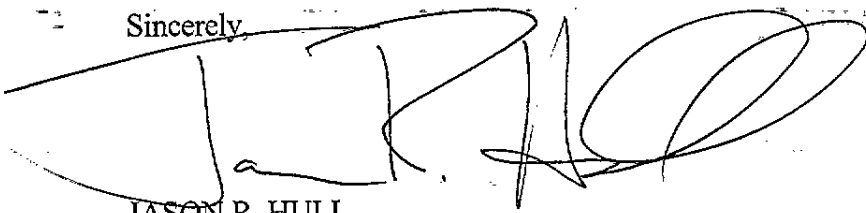
Re: CAPTAIN Z, INC.

Dear Department of State:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, for filing in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fee and certificate of status. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



JASON R. HULL
Attorney at Law

JRH/dh
Enclosures (as stated)

F. CHESSER MAR 1 8

ARTICLES OF INCORPORATION

OF

CAPTAIN Z, INC.

ARTICLE I

NAME

The name of this Corporation is CAPTAIN Z, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are as follows:

This Corporation is initially organized for the operation of any or all lawful business purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This Corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 2500 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 44 Hillcrest Drive, Shalimar, Florida 32579 and the initial registered agent of this Corporation at that address is Robert M. Zdenek.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Robert M. Zdenek
44 Hillcrest Drive
Shalimar, FL 32579

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 44 Hillcrest Drive, Shalimar, Florida 32579.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Robert M. Zdenek
44 Hillcrest Drive
Shalimar, FL 32579


ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 5th day of March, 2002.


ROBERT M. ZDENEK

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared ROBERT M. ZDENEK who produced a Florida drivers license as identification, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

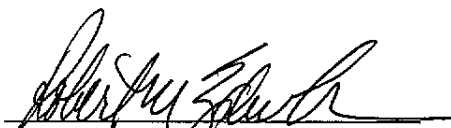
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 5th day of March, 2002.


NOTARY PUBLIC



ACCEPTANCE

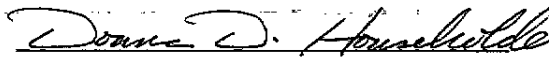
I hereby am familiar with and accept the duties and responsibilities as registered agent for
ROBERT M. ZDENEK.

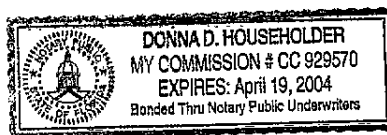

ROBERT M. ZDENEK

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to
take acknowledgements personally appeared ROBERT M. ZDENEK, who produced a Florida
drivers license as identification, and who is the person who executed the foregoing Acceptance and
he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 5th day
of March, 2002.


NOTARY PUBLIC



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