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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

**FLORIDA PROFIT CORPORATION OR P.A.**

**McCabe's, Inc.**

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Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

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### Article I. Name

The name of this Florida corporation is:  
McCabe's, Inc.

### Article II. Address

The Corporation's mailing address is:  
McCabe's, Inc.  
699 5th Avenue South  
Naples FL 34102

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Phillip J. McCabe  
699 5th Avenue South  
Naples FL 34102

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Phillip J. McCabe

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jennifer E. Zakin, Esq. | FL Bar Member 0150894  
David Pratt and Associates, P.A.  
2255 Glades Road, Suite 125A  
Boca Raton FL 33431  
561-862-0480 x238

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jennifer E. Zakin, Esq.  
David Pratt and Associates, P.A.  
2255 Glades Road, Suite 125A  
Boca Raton FL 33431

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 10, 2003.

The undersigned incorporator executed these Articles of Incorporation on September 10, 2003.



JENNIFER E. ZAKIN, ESQ.  
by D. Stoutt as attorney-in-fact

Jennifer E. Zakin, Esq. | FL Bar Member 0150894  
David Pratt and Associates, P.A.  
2255 Glades Road, Suite 125A  
Boca Raton FL 33431  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**


**CORPORATION:**

McCabe's, Inc.

**REGISTERED AGENT/OFFICE:**

Phillip J. McCabe  
699 5th Avenue South  
Naples FL 34102

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



PHILLIP J. MCCABE

by D. Stoutt as attorney-in-fact

Date: September 10, 2003

Jennifer E. Zakin, Esq. | FL Bar Member 0150894  
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