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(Requestor's Name)

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PICK-UP WAIT MAIL

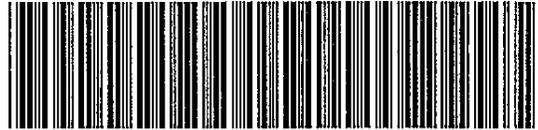
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TS 10/08/03

RICHARD C. WILLIAMS, JR., P.A.
ATTORNEY AT LAW
6337 GRAND BOULEVARD
NEW PORT RICHEY, FLORIDA 34652

RICHARD C. WILLIAMS, JR.
JAMES W. PRITCHARD III*

RICHARD C. WILLIAMS, SR.
OF COUNSEL

TELEPHONE: 727-846-8500
FACSIMILE: 727-848-2814
EMAIL: WILLIAMSLAW@SANCTUM.COM

* Also licensed in Virginia and the District of Columbia

October 3, 2003

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Corporate Records

Captain's Academy, Inc.

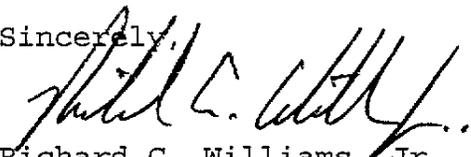
Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,


Richard C. Williams Jr.

RCW, Jr.:cet
Encls.
cc: Kenneth N. Larsen (w/Encls.)

ARTICLES OF INCORPORATION
OF
CAPTAIN'S ACADEMY, INC.

ARTICLE I - NAME

The name of this Corporation is CAPTAIN'S ACADEMY, INC.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 5617 Palmetto Road, New Port Richey, Florida 34652, and the mailing address of the Corporation is 5617 Palmetto Road, New Port Richey, Florida 34652.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 6337 Grand Boulevard, New Port Richey, Florida 34652, and the initial registered agent of this Corporation at such office shall be Richard C. Williams, Jr., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida

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Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

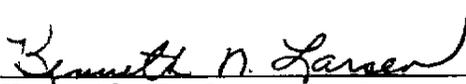
The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one (1) nor more than seven (7). The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Kenneth N. Larsen	5617 Palmetto Road New Port Richey, Florida 34652

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Kenneth N. Larsen	5617 Palmetto Road New Port Richey, Florida 34652

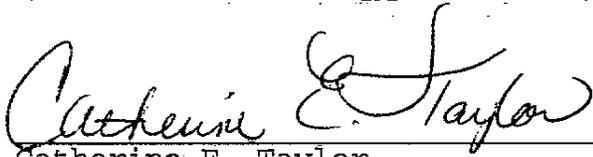


Kenneth N. Larsen, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PASCO)

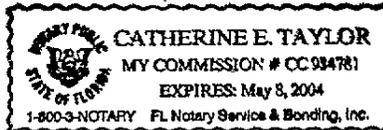
SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared KENNETH N. LARSEN, who is personally known to me or who has produced his n/a-personally known as identification, and who executed the foregoing Articles of Incorporation of CAPTAIN'S ACADEMY, INC., and he acknowledged before me that he executed the same this 3rd day of October, 2003.



Catherine E. Taylor
Notary Public

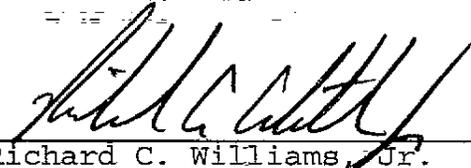
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPTAIN'S ACADEMY, INC., at the place designated in the Articles of Incorporation, RICHARD C. WILLIAMS, JR., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: October 3, 2003.


Richard C. Williams, Jr.

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TALLAHASSEE, FLORIDA