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SECRETARY OF STATE
DIVISION OF CORPORATIONS

4-1-04

March 22, 2004

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: Incorporation of CAPTAIN DAVE'S TOP TO BOTTOM, INC.
Dear Sir:

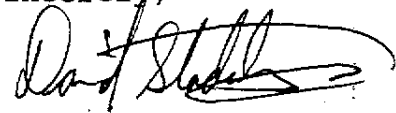
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. Highway A1A, Satellite Beach, Florida 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



David P. Stadelman, Jr.

ARTICLES OF INCORPORATION

OF

CAPTAIN DAVE'S TOP TO BOTTOM, INC.

ARTICLE I. NAME

The name of this corporation is
CAPTAIN DAVE'S TOP TO BOTTOM, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 165 A Sheridan Ave., Satellite Beach, Florida 32937, and the name of the initial registered agent of this corporation at that address is DAVID P. STADELMAN, JR.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two director's initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director's of this corporation are:

DAVID P. STADELMAN, JR.
165 A Sheridan Ave.
Satellite Beach, Florida 32937

MICHELLE SWEETSER
165 A Sheridan Ave.
Satellite Beach, Florida 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 165 A Sheridan Ave., Satellite Beach, Florida 32937, and the mailing address of the corporation is 165 A Sheridan Ave., Satellite Beach, Florida 32937.

ARTICLE IX. INCORPORATOR


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

DAVID P. STADELMAN, JR.
165 A Sheridan Ave.
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 22nd day of March, 2004.


DAVID P. STADELMAN, JR.

STATE OF FLORIDA
COUNTY OF BREVARD

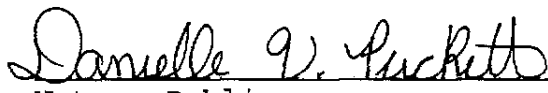
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID P. STADELMAN, JR. to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of March, 2004.

FL/DL



Danielle V. Puckett
Commission #DD262058
Expires: Oct 26, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

DESIGNATION
AS
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That CAPTAIN DAVE'S TOP TO BOTTOM, INC., desiring to organize under the laws of the State of Florida, with its principal office at 165 A Sheridan Ave., Satellite Beach, County of Brevard, Florida 32937 has named DAVID P. STADELMAN, JR., located at 165 A Sheridan Ave., Satellite Beach, Florida 32937, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



DAVID P. STADELMAN, JR.
Registered Agent