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((H04000135430 3)))

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Fax Number : (850)205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CAPTAIN AND THE COWBOY, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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Electronic Filing Menu

Corporate Filing

Public Access Help

H04000135430 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAPTAIN AND THE COWBOY, INC.

The undersigned, acting as sole incorporator of CAPTAIN AND THE COWBOY, INC., pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Captain and the Cowboy, Inc. (the "Company").

ARTICLE II

SHARES

The number of shares which the Company shall have authority to issue is One Hundred (100), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the Company's corporate existence shall be deemed to have commenced at such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE IV

MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE

The mailing address of the Company is P.O. Box 1008, Apopka, FL 32704. The street address of the principal office of the Company is 604 Main Street, Apopka, FL 32703.

H04000135430 3

ARTICLE V  
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the Company is Russell E. Klemm, Esquire. The street address of the initial registered agent of the Company in the State of Florida is C/O Clayton & McCulloh, 1065 Maitland Center Commons Boulevard, Maitland, Florida 32751.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Company is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of shareholders of the Company or until successor Directors are elected and shall qualify are as follows:

Don Green  
1333 S. Miramar Avenue  
Indialantic, FL 32903

Henry Gong  
218 Kentucky Blue Circle  
Apopka, FL 32712

ARTICLE VII  
OFFICERS

Except for the initial officers, the affairs of the Company may be administered by a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time designate. Any person may hold two (2) or more offices. Officers of the Company shall be those set forth herein or elected by the Board at its first meeting following the first annual meeting of shareholders, and shall serve at the pleasure of the Board. The names and addresses of the initial officers who shall serve until their successors are designated by the Board are as follows:

President/Chief Executive Officer: Don Green  
1333 S. Miramar Avenue  
Indialantic, FL 32903

H04000135430 3

Secretary/Treasurer:

Henry Gong  
218 Kentucky Blue Circle  
Apopka, FL 32712

ARTICLE VIII  
INCORPORATOR

The name and address of the sole incorporator of the corporation is Henry Gong, 218 Kentucky Blue Circle, Apopka, Florida 32712.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation this 28 day of June, 2004.

  
Henry Gong, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me this <sup>28th</sup> day of June, 2004, by Henry Gong, as Incorporator of CAPTAIN AND THE COWBOY, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced as identification.

NOTARY PUBLIC

(Sign) 

(Print) Judy D. Owen  
State of Florida at Large  
My Commission Expires on:



H04000135430 3

H04000135430 3

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2004 JUN 29 A 11:31

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Company is:

CAPTAIN AND THE COWBOY, INC.

2. The name and address of the Registered Agent and office is:

Russell E. Klemm  
c/o Clayton & McCulloh  
1065 Maitland Center Commons Boulevard  
Maitland, Florida 32751

Having been named as Registered Agent to accept service of process for  
CAPTAIN AND THE COWBOY, INC., at the place designated in this certificate, I hereby  
accept the appointment as registered agent and agree to act in this capacity. I further  
agree to comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my position  
as registered agent.

  
\_\_\_\_\_  
Russell E. Klemm, Registered Agent

Date: 6/28/04

H04000135430 3