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FLORIDA PROFIT/NON PROFIT CORPORATION
CAPTAIN'S LIQUOR, INC.

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**ARTICLES OF INCORPORATION
OF
CAPTAIN'S LIQUOR, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation is CAPTAIN'S LIQUOR, INC. The Corporation shall be referred to in this instrument as "the Corporation"; these Articles of Incorporation as "Articles"; and the By-Laws of the corporation as "By-Laws".

The principal place of business and mailing address for the Corporation is 1 Elder Court West, Homosassa, FL 34446.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized is to operate as a liquor store and delicatessen and all other lawful activities that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation.

ARTICLE IV - AUTHORIZED SHARES

The number of voting shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of stock.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address in Florida of the initial registered office of the corporation is 1 Elder Court West, Homosassa, Florida and the name of the initial registered agent at such address is Christine T. Squires.

ARTICLE VI - DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) director. The number of directors may be increased from time to time by a vote of the Shareholders of the corporation but shall never be less than one.

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The Initial Member of the Board of Directors who will hold office until her successor is elected and qualified is:

CHRISTINE T. SQUIRES
1 Elder Court West
Homosassa, FL 34446

ARTICLE VII - INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
Christine T. Squires	1 Elder Court West Homosassa, FL 34446

ARTICLE VIII - OFFICERS

The Initial officers of the Corporation, whose address is 1 Elder Court West, Homosassa, Florida, are as follows:

President/Secretary/Treasurer	Christine T. Squires
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ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the issued stock.

ARTICLE X - NON-RESIDENT DIRECTORS

Directors need not be residents of this state or country or shareholders of this Corporation unless the Articles of Incorporation or Bylaws so require.

ARTICLE XI - DIRECTORS AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Articles or By-laws.

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ARTICLE XII-INFORMAL ACTIONS OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII-REMOVAL OF DIRECTORS

At a meeting of voting shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed with or without cause, by a vote of the holders of 60 percent of the shares then entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Citrus County, Florida on the 12 day of April 2010.


CHRISTINE T. SQUIRES

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for CAPTAIN'S LIQUOR, INC., I hereby accept the designation as Registered Agent for said Corporation and agree to act in this capacity.

Dated: April 12, 2010


CHRISTINE T. SQUIRES

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