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August 3, 1995

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995

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-08/07/95--D1071--011
****122.50 ****122.50

Florida Department of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

8-3-95

Re: CAPTAIN ED'S GALLEY, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of this proposed corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return the same to me.

I am also enclosing herewith a duly executed Designation of Resident Agent.

A check in the amount of \$122.50 is also enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for the Designation of Resident Agent.

If you have any question concerning the enclosed documents or the enclosed check, please do not hesitate to call me.

Yours truly,

Carl F. Ellwanger

Carl F. Ellwanger

CFE/pk
Enclosure

FILED
AUG 7 1995
STUART, FLORIDA

BROWN AUG - 8 1995

EFFECTIVE DATE
8-3-95

ARTICLES OF INCORPORATION

OF

CAPTAIN ED'S GALLEY, INC.

(A Florida For Profit Corporation)

FILED
55 AUG -7 PM 3:57
CLERK OF DISTRICT COURT
HALL COUNTY FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is CAPTAIN ED'S GALLEY, INC.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSE

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

ARTICLE IV

STATED CAPITAL

This corporation is authorized to issue One Thousand (1000) Shares of One Dollar (\$1.00) par Common Stock.

ARTICLE V

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act (and specifically those powers set forth in Section 607.011, Florida Statutes, as said section now exists or as the same may be amended from time to time). In addition, this corporation shall have the power to be treated as a small business corporation under the provisions of Subchapter S of Chapter 1 of Subtitle A of the Internal Revenue

Code of 1986, as amended and as the same may be amended from time to time, and to make an election as to its taxable status as therein set forth; provided, however, that this corporation shall not be a member of an affiliated group (as defined in §1504 of said Internal Revenue Code) and shall not (1) have more than twenty-five (25) shareholders, (2) have as a shareholder a person (other than an estate and other than a trust as described in §1317(e) of said Internal Revenue Code) who is not an individual, (3) have a non-resident alien as a shareholder, and (4) have more than one (1) class of stock.

ARTICLE VI

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Edward J. Clair	4606 SE Azimuth Way P.O. Box 411 Port Salerno, FL 34992

ARTICLE VIII

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the extent permitted by law.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested solely in the Board of Directors.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the outstanding voting stock of the corporation at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

INCORPORATOR(S)

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


<u>Name</u>	<u>Address</u>
Edward J. Clair	4606 SE Azimuth Way P.O. Box 411 Port Salerno, FL 34992

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial principal registered office of this Corporation is 3840 S.E. Dixie Highway, Stuart, Florida 33497, and the name of the initial registered agent of this Corporation at that address is Barbara A. Clair.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 3RD day of August, 1995.

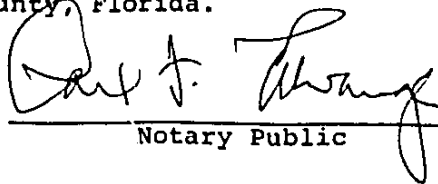
 (L.S.)
EDWARD J. CLAIR

STATE OF FLORIDA)
 :
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD J. CLAIR, who is personally known to me and known to me to be the person who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 3rd day of August, 1995. at Stuart, Martin County, Florida.



Notary Public

My Commission Expires:



CARL F. ELLWANGER
MY COMMISSION # CC376276 EXPIRES
JUNE 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--That CAPTAIN ED'S GALLEY, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation
at City of Stuart, County of Martin
Florida, State of Florida, has named
BARBARA A. CLAIR, located at
3840 S.E. Dixie Highway, Stuart, Florida 34997
(Street address and number of building, P.O. Box not acceptable)
City of Stuart, County of Martin
State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept
to act in this capacity, and agree to comply with the provision of said
Act relative to keeping open said office.

BY: Barbara A. Clair
(Resident Agent)

BARBARA A. CLAIR

FILED
65 MAR 11 PM 3:58
JACKSONVILLE, FLORIDA