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CAPTAIN CHANUKAH, INC.

950 GLADES ROAD
SUITE 1-A
BOCA RATON, FLORIDA 33431
407-392-1414

OFFICE OF THE
CLERK OF THE
SUPREME COURT
JUL 20 1995 PM 2:46

August 22, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

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-08/30/95--01003--020
****122.50 ****122.50

Re: Articles of Incorporation
CAPTAIN CHANUKAH, INC.

Gentlemen:

Enclosed herewith are two (2) executed copies of the Articles of Incorporation of CAPTAIN CHANUKAH, INC., along with a check in the amount of \$122.50. Please return the certified copy to my attention.

If there are any questions, please call.

Very truly yours,

Neil Fried

AL AUG 30 1995.

**ARTICLES OF INCORPORATION
OF
CAPTAIN CHANUKAH, INC.**

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CLERK OF THE STATE
OF FLORIDA
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The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation is CAPTAIN CHANUKAH, INC. and its address is Suite 1-A, 950 Glades Road, Boca Raton, Florida 33431.

ARTICLE II
Duration

The duration of the corporation is perpetual.

ARTICLE III
Purposes

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value.

Article V
Registered Office and Agent

The street address of the initial registered office of the corporation is Suite 1-A, 950 Glades Road, Boca Raton, Florida 33431 and the name of its initial registered agent at such address is Neil Fried.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Neil Fried
5320 Jog Lane
Delray Beach, Florida 33484

ARTICLE VII

Officers

The officers constituting the officers of the corporations shall be determined in accordance with the by-laws, but shall not be less than a president and a secretary. The initial officers are:

Neil Fried, President and Secretary

ARTICLE VIII

Incorporator


Neil Fried
5320 Jog Lane
Delray Beach, Florida 33484

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 22 day of August, 1995



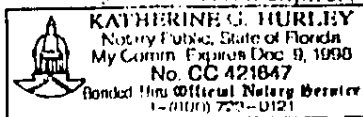
Neil Fried

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CORPORATIONS
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STATE OF FLORIDA)
)ss
COUNTY OF DECATUR)

BEFORE ME, personally appeared Neil Fried, to me well known to be the person described herein who produced a Florida Driver's license as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.

My commission expires: 12/31/96



Katherine G. Hurley
Notary Public
State of Florida

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Neil Fried
Neil Fried