CAPITAL CONNECTION, INC. 0000674-37

417 E. Virgfnia St., Suite 1, Tallahassee, FL 32301, (904)224-8870.
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302.
TOLL FREE No. 1-800-342-8062.
FAX (904)-222-1222.

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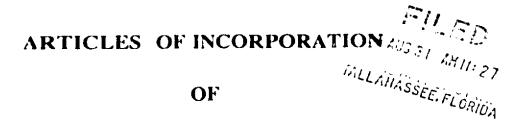
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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection



THE CAPT. TONY YEARS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is THE CAPT. TONY YEARS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 107 Key Haven Rd., Key West, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Albert Kelley, 926 Truman Ave., Key West, FL 33040.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

P Martha Tarracino

V Coral Tarracino

s Alicia Oropeza

T Toni Naranjo

107 Key Haven Rd., Key West, FL 33040

The undersigned has executed these Articles of Incorporation this 31st day of August, 1995.

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, 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.

THE CAPT. TONY YEARS, INC.										
				street ert Kello		p of	the	registored	Agent	and
			926	Truman A	we., Key	West	, FL	33040		

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

// - ____

P95000067437

Attorney at Law

Telephone (305) 296-0160 email:kwestlaw@key.net

926 fruman Avo. Key West, FL 33040

www.inferedu.com/kelley/

November 27, 1996

Secretary of State Division of Corporations P O.Box 6327 Tallahassee, FL 32314

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Re: Articles of Amendment

Dear Sirs;

Enclosed please find Articles of Amendment for the corporation known as "The Capt. Tony Years, Inc.," along with a check for \$35.00 to cover the filing fees. If there is any questions regarding this, please forward them to the above address and telephone number.

Very truly yours,

Albert L. Kelley Registered Agent

97-11-21 File: 2



December 6, 1996

Albert L. Kelley, Esq. 926 Truman Ave. Key West, FL 33040

SUBJECT: THE CAPT. TONY YEARS, INC.

Ref. Number: P95000067437

We have received your document for THE CAPT. TONY YEARS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Letter Number: 396A00054754

Steven Harris Corporate Specialist

ALBIRT L. KELLEY, ESQ.

Attorney at Law

Telephone (305) 296-0160 email:kwestlaw@key.net

926 fruman Ave. Key West, FL 33040

www.interedu.com/kelley/

January 15, 1997

Secretary of State Division of Corporations P.O.Box 6327 Tallahassee, FL 32314

Re: Articles of Amendment for The Capt. Tony Years, Inc. Corp. # P95000067437

Dear Sirs;

Pursuant to your notice from December 1996, we are submitting a corrected Articles of Amendment. I have been informed by your office that our previous filing fee of \$35.00 has been held by your office and will be applied to this filing. If there are any further questions, please contact me at the above address and telephone number.

Very truly yours,

Albert L. Kelley Registered Agent RECEIVED
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97 JAN 21 IN 8: 11

ARTICLES OF AMENDMENT

The following provisions of the Articles of Incorporation of THE CAPT. TONY YEARS, INC; a Florida corporation, filed in Tallahassee, on August 31, 1995, be and they hereby are amended in the following particulars

Article III be and it hereby is amended to read as follows

The number of shares of stock that this corporation is authorzed to have outstanding at any one time is One Thousand One Hundred Eleven (1,111) shares having a par value of One Dollar (\$1.00) per share

The foregoing amendment was adopted by unanimous consent of the Stockholders entitled 2 to vote and Directors of the corporation on the 2nd day of September, 1996

> FILED 17 (12) 17.12:19 Martha Tarracino, President
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> Martha Tarracino, President
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> Martha Tarracino, President
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> Tom Naranjo, Secretary

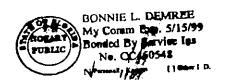
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 6 day of December, 1996 by Marcha Tarracino, President of The Capt. Tony Years, Inc., a Florida corporation, on behalf of the corporation Martha Tarracino is personally known to me of has produced ______as identification and did(did not) ake an oath

Notary's name printed or type/I My commission expires:

(SEAL)



STATE OF FLORIDA

COUNTY OF MONROE The foregoing instrument was acknowledged before me this day of	SANUARY, 1997 Describer, 1990 by Toni
Naranjo, Secretary of The Capt Tony Years, Inc., a Florida corporation, on behal	f of the corporation Tone
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