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12.22.95 9:57 am

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

Re: CANOPY, Inc.

Gentlemen:

100001672321
-12/28/95--01001--028
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Captain Fredrick M. O'Lary
Capt. Fredrick M. O'Lary
CANOPY, Inc.

MAILING ADDRESS OF CORPORATION:

122 Long Ben Drive
Key Largo, FL 33037-2327

PHONE: 305.852.8522
FAX: 305.853.0854
E-MAIL: SeaCANOPY@aol.com

TALLAHASSEE, FLORIDA

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FILED

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ARTICLES OF INCORPORATION

CANOPY, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CANOPY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TENTH THOUSAND shares (10,000) of TWO AND ONE-HALF HUNDREDTHS Dollar(s) (\$.025) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>CARTHIN FREDRICK M. O'LAHY</u>		
ADDRESS	<u>122 LONG BEN DRIVE</u>		
CITY	<u>KEY LARGO</u>	FLORIDA	ZIP <u>33037-2327</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>CANOPY, INC.</u>		
ADDRESS	<u>122 LONG BEN DRIVE</u>		
CITY	<u>KEY LARGO</u>	FLORIDA	ZIP <u>33037-2327</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>CARTHIN FREDRICK M. O'LAHY</u>		
ADDRESS	<u>122 LONG BEN DRIVE</u>		
CITY	<u>KEY LARGO</u>	STATE <u>FLORIDA</u>	ZIP <u>33037-2327</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	CAPTAIN FREDRICK M. O'LARY		
ADDRESS	122 LONG BEN DR.		
CITY	KEY LARGO	STATE	FL ZIP 33037-2527
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of DECEMBER, 1995.

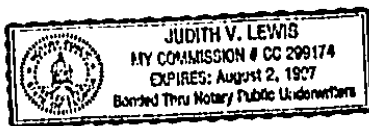
Captain Fredrick M. O'Lary (Seal)

____ (Seal)

____ (Seal)

Sworn to and Subscribed
before me this 22 day
of DEC, 1995

Judith V. Lewis



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CANOPY, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 122 LONG BEN DRIVE
KEY LARGO, FL 33037

has named CAPTAIN FREDRICK M. O'LEARY
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Captain Fredrick M. O'Leary
(registered agent)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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