

SW
&C

April 11, 1996

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

Re: Captain Adams, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation along with the original and one copy of the Designation of Registered Agent. Also enclosed a check in the amount of \$122.50 for the filing fee.

Should you have any questions, please do not hesitate to call.

Sincerely,

STAATS & WHITE

By:
ROBERT B. STAATS

RBS/kl
Enclosures

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

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract who hereby present these Articles of Incorporation of a corporation under Chapter 607, Florida Statutes.

ARTICLE ONE - NAME

The name of this corporation shall be Captain Adams, Inc.

ARTICLE TWO - ADDRESS

The initial address of the principal office of this shall be 2529 Mercedes Avenue, Panama City, Florida. The stockholders may, from time to time, move the principal office to any other address in Florida.

ARTICLE THREE - DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE FOUR - PURPOSE

The general purpose of the business to be transacted by this corporation will be to engage in retail operation of concession business; to offer for sale to the public, food, beverages, snacks, gifts, curios and other items normally offered at concession stands, to the public.

The purpose of the corporation shall include the right to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest, trade in, deal in and with goods, wears, merchandise, real and personal property, and services of every class, kind or description. Provided, however, this corporation is not to conduct a banking, safety deposit, trust, insurance, surety,

express, railroad, canal, telephone, telegram or cemetery company nor is it to conduct a building and loan association, fraternal benefit society, state fair or exhibition.

ARTICLE FIVE - CAPITAL STOCK

The amount of the total authorized capital stock of this corporation shall be 100 shares of common stock, having a par value of \$10.00 per share.

ARTICLE SIX - MANAGEMENT OF CORPORATE AFFAIRS

The business of this corporation should be managed by the stock holders, rather than a board of directors. In the management of the business of the corporation, the acts of the stockholders representing a majority of the stock of the corporation, entitled to vote, represented in person or by proxy, shall be the act of the corporation. Each stockholder shall be entitled to one (1) vote in person, or proxy, for each share of voting stock held by him. The majority of the shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of this corporation.

ARTICLE SEVEN - INITIAL STOCKHOLDERS

The name and addresses of the initial stockholders of this corporation shall be:

<u>Name</u>	<u>Address</u>
Riley L. Robinson (50 shares)	2529 Mercedes Ave. Panama City, FL 32405
Janelle Robinson (50 shares)	2529 Mercedes Ave. Panama City, FL 32405

ARTICLE EIGHT - SUBSCRIBERS

The name and address of the initial subscribers to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Riley L. Robinson	2529 Mercedes Ave. Panama City, FL 32405
Janello Robinson	2529 Mercedes Ave. Panama City, FL 32405

The officers of this corporation shall have one officer to serve initially. That should be office of President. The initial President of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Riley L. Robinson	2529 Mercedes Ave. Panama City, FL 32405

This officer shall serve the corporation in the capacity indicated until such time that his successor has been chosen by the stockholders. The officers shall have such powers and duties as may be prescribed by the bylaws of this corporation or as shall be determined by the stockholders.

ARTICLE NINE - AMENDMENT TO ARTICLES

Every amendment shall be approved by the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon.

ARTICLE TEN - BY AND SELL AGREEMENT

Upon the payment to the corporation of the required amounts of money, or the rendition of the required services, each stockholder shall be entitled to and will have issued to him shares of stock in the corporation. These shares of stock shall be owned by such

stockholder as his separate and exclusive property. Should a stockholder desire to sell his stock or a portion thereof, he shall first offer said shares of stock to the remaining stockholders of this corporation and the remaining stockholders shall have 30 days within which to accept said offer. Should more than one stockholder desire to purchase said stock, the first one providing written notice of his intention to purchase said shares of stock shall have the right to purchase. Should the remaining stockholders desire to purchase said stock, they shall be entitled to purchase the shares of stock from the retiring or withdrawing stockholder at the book value of said stock. Should none of the remaining stockholders desire to purchase said shares of stock, the corporation shall be given the opportunity to purchase the shares of stock from the retiring or withdrawing stockholder at the book value of said stock and shall be given an additional 30 days within which to exercise said option. The retiring or withdrawing stockholder shall have the option to sell said shares of stock to any other persons only after having first offered said stock to the remaining stockholders and then to the corporation.

ARTICLE ELEVEN - REGISTERED AGENT AND REGISTERED ADDRESS

The registered agent and registered address for the agent of the corporation is:

Name

Riley L. Robinson

Address

7529 Mercedes Ave.
Panama City, FL 32405

We, the undersigned, have subscribed our names this 30th day
of April, 1996.


Riley L. Robinson


Janelle Robinson

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to take
acknowledgments and administer oaths, personally appeared RILEY L.
ROBINSON and JANELLE ROBINSON, who being by me first duly cautioned
and sworn upon their oath, depose and say that they have read the
foregoing, know the contents thereof and have executed the same for
the purposes therein intended.

SWORN TO AND SUBSCRIBED before me this 30th day of April,
1996.

NOTARY PUBLIC


My Commission Expires:

(SEAL)



MARY KATHALEENE MORTON
My Commission CC421803
Expires Apr. 20, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Sections 48.091, Florida Statutes, the following is submitted in accordance with that act:

That Captain Adams, Inc., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation, in the city of Panama City, Bay County, Florida, has named Riley L. Robinson, 2529 Mercedes Ave., Panama City, FL 32405, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

Dated this 30th day of April, 1996.



Riley L. Robinson