

196000054914  
EDWARDS & ANGELL  
A Partnership Inc. Professional Corporations

COUNSELLORS AT LAW  
since 1894

250 ROYAL PALM WAY  
PALM BEACH, FL 33480-4300  
(407) 833-7700  
FAX (407) 855-8710

June 14, 1996

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

400001865844  
06/19/96--0135--011  
\*\*\*122.50 \*\*\*122.50

Re: Captain Mac's, Inc.

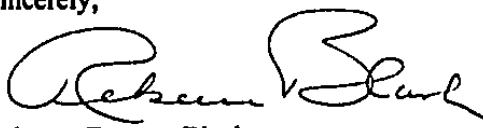
EFFECTIVE DATE  
6-19-96

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Captain Mac's, Inc., along with a check in the amount of \$122.50. Please file the Articles and return a certified copy to Cara Lee Macdonald in the stamped envelope provided.

If you have any questions, please contact the undersigned.

Sincerely,



Rebecca Fortuna Black  
Certified Legal Assistant

Encls.

cc: Cara Lee Macdonald, Esq.

W-12975  
6-17 KR

FILED  
96 JUN 20 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-27-96  
KR

# EDWARDS & ANGELL

A Partnership Including Professional Corporations

COUNSELLORS AT LAW  
since 1891

250 ROYAL PALM WAY  
PALM BEACH, FL 33480-4300  
(407) 833-7700  
FAX (407) 833-8710

June 24, 1996

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

EFFECTIVE DATE  
6-19-96

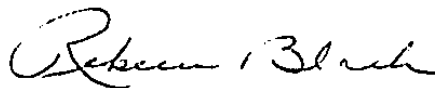
Re: Captain Mac's Trading Company  
*Ref. Number W96000012975*

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Captain Mac's Trading Company. These Articles are submitted in response to the attached letter rejecting our filing on June 19, 1996, because of a similar name on file. If you could, please file the Articles with the original filing date of June 19, 1996, and return a certified copy to Cara Lee Macdonald in the stamped envelope provided.

If you have any questions, please contact the undersigned.

Sincerely,



Rebecca Fortuna Black  
Certified Legal Assistant

Encls.

cc: Cara Lee Macdonald, Esq.

FILED  
96 JUN 27 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1996

REBECCA FORTUNA BLACK  
EDWARDS & ANGELL  
250 ROYAL PALM WAY  
PALM BEACH, FL 33480-4309

SUBJECT: CAPTAIN MAC'S, INC.  
Ref. Number: W96000012975

We have received your document for CAPTAIN MAC'S, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Kimberly Rolfe  
Document Specialist

Letter Number: 396A00030290

#9002

FILED

96 JUN 27 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CAPTAIN MAC'S TRADING COMPANY**

EFFECTIVE DATE  
6-19-96

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

**ARTICLE I. NAME**

The name of the corporation shall be **Captain Mac's Trading Company.**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

**ARTICLE IV. ADDRESS**

The principal address of the corporation is 106 Albacore Lane, Jupiter, Florida 33477.

The street address of the initial registered office of the corporation is 106 Albacore Lane, Jupiter, Florida 33477 and the name of the initial registered agent of the corporation at that address is Cara Lee Macdonald.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors are:

Cara Lee Macdonald  
106 Albacore Lane  
Jupiter, Florida 33477

## ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

## ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement,

vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. INCORPORATOR

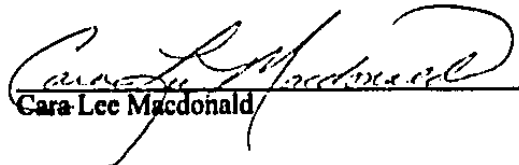
The name and address of the incorporator to these Articles of Incorporation is:

Cara Lee Macdonald  
106 Albacore Lane  
Jupiter, Florida 33477

#### ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

14th IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this day of June, 1996.

  
Cara Lee Macdonald

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

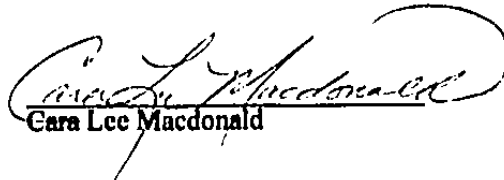
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

**Captain Mac's Trading Company**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Jupiter, County of Palm Beach, State of Florida, has named Cara Lee Macdonald, located at 106 Albucore Lane, Jupiter, Florida 33477 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 14<sup>th</sup> day of June, 1996.

  
Cara Lee Macdonald

FILED  
96 JUN 27 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA