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WILLIAM G. PEMBROKE, CPA, P.A. FILED
1922 SE PORT ST. LUCIE BLVD.
PORT ST LUCIE, FL 34952 96 OCT 23 AM 8:15
(561) 335-2256
FAX (561) 335-9364
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 20, 1996

Department of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: CAPTAIN DOUG, INC.

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-10/23/96--01057--001
****122.50 ****122.50

Gentlemen:

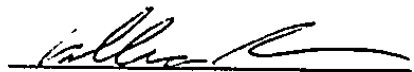
I have enclosed the original and a copy of the articles of incorporation for CAPTAIN DOUG, INC. and a check in the amount of \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,


William G. Pembroke, CPA

WGP/jmk
enclosures

7/4
10/24/96

ARTICLES OF INCORPORATION
OF
CAPTAIN DOUG, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CAPTAIN DOUG, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3461B Palm City School Ave , Palm City , Florida and the name of the initial registered agent of this corporation at the address is J. Douglas Nichols . The principal address is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

J. Douglas Nichols - President
3461B Palm City School Ave.
Palm City Fl 34990

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

J. Douglas Nichols
3461B. Palm City School Ave.
Palm City Fl 34990

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Directors or any former Officer or Directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 18 day of October, 1996.

J. Douglas Nichols
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, J. Douglas Nichols personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18 day of October, 1996.

Joanne M. Kelly
Notary Public
State of Florida
at Large



My commission expires: May 24 1997

ACCEPTANCE

I, J. Douglas Nichols, state that I am a permanent resident of Martin County, Florida. I hereby accept the foregoing designation of Resident Agent for Captain Doug, Inc. with its place of business at 3461B Palm City School Ave. Palm City Florida.

J. Douglas Nichols