

**CAPITAL CONNECTION, INC.**

417 E. Virginia 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

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
97 FEB -3 AM 9:58  
DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE 2/3/97

TIME 9:20

BY DR

WALK-IN Will Pick Up \_\_\_\_\_

RE:

PAPA Shade's Shadeppear  
Entertainment, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( )		
pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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

THANK YOU  
from  
Your Capital Connection



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 3, 1997

**CAPITAL CONNECTION, INC.**  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

**SUBJECT: PAPA SHADE'S SHADESPEAR ENTERTAINMENT, INC.**  
Ref. Number: W97000002584

We have received your document for PAPA SHADE'S SHADESPEAR ENTERTAINMENT, 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 registered agent and registered office listed in your articles of incorporation must be consistent 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) 487-6926.

**Teresa Brown**  
Corporate Specialist

**Letter Number: 797A00005437**

**RECEIVED**  
**96 FEB -3 PM 3:10**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PAPA SHADE'S SHADESPEAR ENTERTAINMENT, INC.**

FILED  
97 FEB -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is:

**PAPA SHADE'S SHADESPEAR ENTERTAINMENT, INC.**

**ARTICLE II - PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION**

The principal office of the Corporation is 438 LIME DRIVE, KEY LARGO, FLORIDA

33037. The mailing address of the Corporation is P.O. BOX 3153, KEY LARGO, FLORIDA  
33037.

**ARTICLE III - PURPOSE**

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may  
be incorporated under the Florida General Corporation Act. No other purpose limits this general  
purpose in any way.

B. To do such other things as are incidental to the purposes of the  
Corporation or necessary or desirable in order to accomplish them .

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows: 1000 shares of common stock. All shares shall be voting shares. There shall be no more than 70 shareholders at any one time.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office is located at LAW OFFICES OF DIANE M. McGUIRE, 103400 OVERSEAS HIGHWAY, SUITE 201, KEY LARGO, FLORIDA 33037. The name of the initial registered agent of this Corporation at that address is DIANE M. McGUIRE. Said registered agent is familiar with and accepts the obligations of that position.

#### ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Diane M. McGuire, Esquire, LAW OFFICES OF DIANE M. McGUIRE, 103400 Overseas Highway, Suite 201, P.O. Box 1062, Key Largo, Florida 33037.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

#### NAME

#### ADDRESS

- |    |                 |   |
|----|-----------------|---|
| 1. | FRANKLIN V. COX | P.O. BOX 3153, KEY LARGO, FLORIDA 33037 |
|----|-----------------|---|

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director,  
to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 30<sup>th</sup> day of January, 1997.

Diane McGuire  
DIANE M. McGUIRE  
INCORPORATOR

STATE OF FLORIDA    )  
                                  )  
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of  
January, 1997, by DIANE M. McGUIRE, who is personally known to me or who has  
produced \_\_\_\_\_ as identification and who ~~(did)~~ (did not) take an  
oath.



LAURIE SCANLON  
COMMISSION # CC 540469  
EXPIRES MAR 17, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

LAURIE SCANLON, NOTARY PUBLIC

Laurie Scanlon  
Signature of Notary Public

My Commission Expires:

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
97 FEB -3 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is: \_\_\_\_\_

PAPA SHADE'S SHADESPEAR ENTERTAINMENT, INC.

2. The name and street address of the registered agent and office is: Diane M McGuire  
LAW OFFICES OF DIANE M. MCGUIRE

103400 OVERSEAS HIGHWAY, SUITE 201

KEY LARGO, FLORIDA 33037

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.

Diane M McGuire