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Jeffrey Hap, P.A.

Attorney At Law

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March 27, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-04/01/97--01074--018

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ATTENTION: SHARON TALA

RE: THE BLACKBEARD SOCIETY, INC.

Dear Sharon:

Enclosed please find:

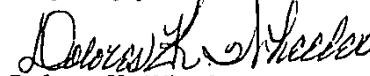
Original and Copy Articles of Incorporation
Filing Fees- \$122.50

Kindly conform the copy and Federal Express back to our office at your earliest convenience.

We have enclosed an Air Bill, charging our account accordingly.

Thank you for your usual fine assistance and cooperation.

Very truly yours,



Dolores K. Wheeler

Legal Administrative Assistant

s/
encl:

97 MAR 26 PM 1:09
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

H

3/31/97

ARTICLES OF INCORPORATION

OF

THE BLACKBEARD SOCIETY, INC.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I.

The name of the corporation shall be:

THE BLACKBEARD SOCIETY, INC.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:

17260 122nd Drive, North
Jupiter, Florida 33478

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of One Dollar (\$1.00) par value common stock

ARTICLE IV.

This corporation is organized for the following purposes:

(A) For the purpose of transacting any and all lawful business; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society or state fair exposition.

(B) To do any and everything pertinent to the above.

ARTICLE V.

FILED
SECRETARY OF STATE
CORPORATIONS
JAN 26 PM 1:00

This corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI.

The name and address of the initial resident agent is:

JAMES L. WHITAKER
17260 122ND DRIVE, NORTH
JUPITER, FLORIDA 33478

ARTICLE VII.

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

JAMES L. WHITAKER
17260 122ND DRIVE, NORTH
JUPITER, FLORIDA 33478

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX.

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

The undersigned incorporator has executed these Articles of Incorporation on this the *27th* day of March, 1997.

 {seal}
James L. Whitaker, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this the *27th* day of March, 1997, by James L. Whitaker, who is personally known to me ~~or who has produced~~ as identification and who did take an oath.


Notary Public

My commission expires:



DOLORES K WHEELER
My Commission CC922735
Expires Nov. 11, 1997
Bonded by ANB
800-852-6878

CERTIFICATE OF DESIGNATION

**OF
RESIDENT AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
CORPORATIONS

97 MAR 25 PM 1:09

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in Designating the Registered Agent in the State of Florida.

1. The name of the corporation is:

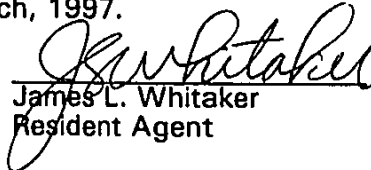
THE BLACKBEARD SOCIETY, INC.

2. The name and address of the registered agent and office is:

**James L. Whitaker
17260 122nd Drive, North
Jupiter, Florida 33478**

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 resident agent.

Dated this the 27th day of March, 1997.


James L. Whitaker
Resident Agent

THIS INSTRUMENT PREPARED BY:

**JEFFREY HAP
ATTORNEY AT LAW
341 WEST INDIANTOWN ROAD
JUPITER, FLORIDA 33458
(561) 575-1900
FLORIDA BAR NUMBER 75541**