

LAW OFFICES

ADLER, TOLAR & ADLER

JOHN M. TOLAR (1912-1978)
MARK C. ADLER
CARL W. ADLER

TELEPHONE (904) 566-0721
FACSIMILE (305) 566-0239

August 20, 1997

Attorneys Title Insurance Fund
Leon County Branch
660 East Jefferson Street #200
Tallahassee, Florida 32301

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RE: CAPTAIN NEMO, INC. - Articles of Incorporation

To Whom It May Concern:

I am with Adler, Tolar and Adler who maintains an account with your organization; i.e. Member No. 2708. I enclose herewith the following for filing with the Secretary of State:

1. Check payable to Secretary of State for filing fee \$70.00
2. Check payable to The Fund for services in filing said corporation - \$10.00.
3. One original and one copy of the executed Articles of Incorporation and Acceptance of Resident Agent.
4. A stamped, self-addressed envelope for your return of same.

If you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,

DIANA C. ROSS

encs - as noted

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CAPTAIN NEMO, INC.

ARTICLE I.

NAME

The name of this corporation is

CAPTAIN NEMO, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address
of this corporation is:

1908 North Ocean Drive

Hollywood, Florida 33019

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue 100 Common Voting Stock.

PAR VALUE

\$1.00 per share

AUTHORIZED ISSUE

100 shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is RACHEL KELLY SILBER and the street address of the Registered Office is 1908 North Ocean Drive, Hollywood, Florida 33019. The Registered Agent, by his execution of these Amended Articles of Incorporation, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

ARTICLE VII.

BOARD OF DIRECTORS

This corporation now has two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name of the existing directors of this corporation are:

- 1: ELIZABETH ORTIZ
- 2: RACHEL KELLY SILBER

ARTICLE VIII.

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

ARTICLE IX.

AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The power to alter, amend, or repeal the initial Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders holding voting stock of the corporation.

IN WITNESS WHEREOF, the undersigned certifies the unanimous adoption of the foregoing Amended Articles of Incorporation by the Board of Directors and Stockholders of the corporation pursuant to provisions of the initial Articles of Incorporation and By-Laws, and execute these Amended Articles of Incorporation this 20th day of August, 1997.



8/20/97

RACHEL KELLY SILBER
SECRETARY/TREASURER/DIRECTOR
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:


CAPTAIN NEMO, INC., organized under the laws of the State of Florida, with its principal office at 1908 North Ocean Drive, Hollywood, Florida 33019, has named RACHEL KELLY SILBER, located at 3721 Northeast 170th Street #2, North Miami Beach, Florida 33160 as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

<u>Name & Title</u>	<u>Address</u>
ELIZABETH ORTIZ - President	1908 N. Ocean Drive Hollywood, FL 33019
RACHEL KELLY SILBER - Secretary/Treasurer	1908 N. Ocean Drive Hollywood, FL 33019


NEWLY APPOINTED DIRECTORS:

ELIZBETH ORTIZ
RACHEL KELLY SILBER



RACHEL KELLY SILBER
Secretary/Treasurer

I agree, as Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.



RACHEL KELLY SILBER
Registered Agent

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TREASURER
FLORIDA