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LELAND W. WOOTEN, JR.
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Cocoa, Florida 32923-0038

Next Door to
Barnett Bank
Cocoa Village

May 27, 1998

(407) 636-2659
FAX (407) 636-2671

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

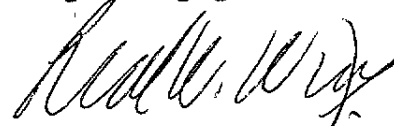
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-05/29/98-01021--003
*****70.00 *****70.00

Re: Canaveral Investment Club, Inc.

Enclosed please find original Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for the above corporation and check in the amount of \$70.00. Also enclosed is a photocopy of the same which I would appreciate your date stamping and returning to me in the enclosed self-addressed, stamped envelope.

FROM: Leland W. Wooten, Jr., Esquire
670 N. Courtenay Parkway, Suite 7
Merritt Island, FL 32953
(407) 452-3720

Very truly yours,


Leland W. Wooten, Jr.

LWW:cf
Enc.

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FILED
98 MAY 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
6/2/98

ARTICLES OF INCORPORATION
OF
CANAVERAL INVESTMENT CLUB, INC.

FILED
98 MAY 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 - NAME

The name of the corporation is:

CANAVERAL INVESTMENT CLUB, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to assist investors, purchase stock, make investments, and facilitate such transactions, and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be a single class of common stock of a par value of \$10.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation is: 3485 Indian River Dr., Cocoa, FL 32926, and the name of the initial registered agent of this corporation at that address is: ROBERT LYON-HALL.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who is to serve as the sole member of the initial Board of Directors are:

ROBERT C. LYON-HALL
3485 Indian River Dr.
Cocoa, FL 32926

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

ROBERT C. LYON-HALL
3485 Indian River Dr.
Cocoa, FL 32926

**ARTICLE IX - EXAMINATION OF
CORPORATE RECORDS**

The Board of Directors from time to time shall determine whether and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any document of the corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution by the shareholders.

**ARTICLE X - OFFICERS NOT REQUIRED
TO BE SHAREHOLDERS**

No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in anywise be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

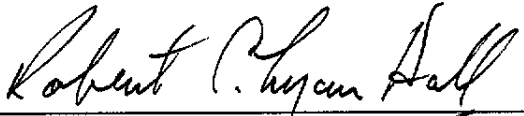
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of May, 1998.




ROBERT C. LYON-HALL

STATE OF FLORIDA
COUNTY OF BREVARD

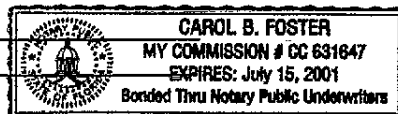
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT C. LYON-HALL, who by me being duly sworn, who is personally known to me, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of May, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
Printed Name of Notary:

Commission No. _____
My Commission Expires: _____



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned 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: CANAVERAL INVESTMENT CLUB, INC.
2. The name and address of the registered agent and office is:

ROBERT C. LYON-HALL
3485 Indian River Dr.
Cocoa, FL 32926

SIGNATURE

ROBERT C. LYON-HALL

TITLE

Incorporator/Director

DATE

May 26, 1998

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.

SIGNATURE

ROBERT C. LYON-HALL
REGISTERED AGENT

DATE

May 26, 1998