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P.O. Box 1932
Winter Park, Florida 32790

August 25, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

RE: The Captains Ready Room, Inc..

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation of The Captains Ready Room, Inc. along with a check in the amount of \$122.50 for filing and a certified copy. Please return the certified copy to this office.

Thank you for your attention and cooperation in this matter.

Sincerely,

Charles E. Gordon
Charles E. Gordon

CEG:tk
Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE CAPTAINS READY ROOM, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Captains Ready Room, Inc..

ARTICLE II - DURATION

As provided in Chapter 607 of the Florida Statutes, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

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 pro rata share thereof (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 AGENT AND OFFICE

The names of the initial registered agents of this corporation are Richard A. McKeown and the initial principal address and registered office of this corporation is 1121 Constantine Street, Orlando, Florida 32825.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial directors of this corporation are:

Richard A. McKeown
1121 Constantine Street
Orlando, Florida 32825

Jamie Goen
1121 Constantine Street
Orlando, Florida 32825

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Richard A. McKeown
1121 Constantine Street
Orlando, Florida 32825

ARTICLE IX - BY-LAWS

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

ARTICLES X - AMENDMENT

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

ARTICLE XI - INDEMNIFICATION

In addition to any right and duties under the applicable laws, the corporation shall indemnify and hold harmless all its directors, officers, employees, agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees and costs, incurred in

connection with any action taken or failed to be taken by the directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, I have subscribed my hand and seal this _

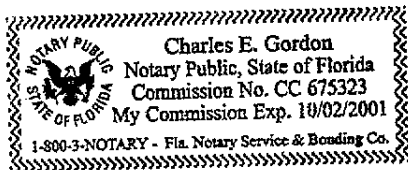
29th day of August, 1998.

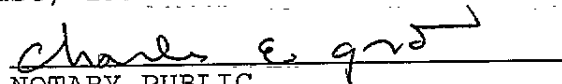

Richard A. McKeown

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared RICHARD A. MCKEOWN, who is personally known to me or who has produced Florida Drivers License as identification, and known to be the person who executed the foregoing Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal of office in the state and county aforesaid on this 29 day of August, 1998.




NOTARY PUBLIC

Print:
My Commission Expires:

Having been named the registered agent to accept service of process on behalf of the above-styled corporation at the place designated in the Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes in all matters pertaining thereto.


RICHARD A. MCKEOWN

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TALLAHASSEE, FLORIDA