

P99000037468

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Shadowfax Enterprises,

Inc

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-04/23/99--01001--012

*****78.75 *****78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Signature

Requested by:

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Name

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B. Purinton

APR 22 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: SEABEE (FLORIDA) INC.
Ref. Number: W99000009600

We have received your document for SEABEE (FLORIDA) INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 399A00021269

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 23 AM 11:27

Shadowfax Enterprises, Inc.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be Shadowfax Enterprises, Inc. The mailing address of the corporation is c/o Jane Lamberson, 4501 Tamiami Trail North, Suite 204, Naples, FL 34103.

ARTICLE II

DURATION

The corporation shall commence April 23, 1999, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jane Lamberson	4501 Tamiami Trail North, Suite 204 Naples, FL 34103

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jane Lamberson	4501 Tamiami Trail North, Suite 204 Naples, FL 34103

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done

without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

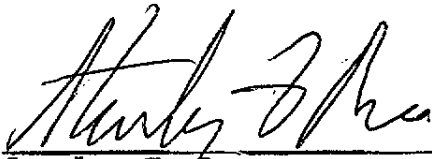
INCORPORATORS.

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

Stanley F. Rose

2110 Imperial G.C. Blvd.
Naples, Florida 34110

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 21st day of April, 1999.



Stanley F. Rose

B093

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

99 APR 23 AM 11:27

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: Shadowfax Enterprises, Inc.

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

4501 Tamiami Trail North Suite 204

Naples, FL 34103

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.

Jane E. Lamberson