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May 4, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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

Re: Cap'n Case, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees.

Filing fee	\$ 35.00
Certified copy	8.75
Registered agent fee	35.00
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return certified copy to the undersigned.

Very truly yours,


GARY W. PEAL

Enclosures
cc: Mr. Casey Claffin

EFFECTIVE DATE

5-7-99

FILED
99 MAY -6 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-11
WS

ARTICLES OF INCORPORATION
OF
CAP'N CASE, INC.

FILED
99 MAY -6 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is CAP'N CASE, INC.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

EFFECTIVE DATE
5-1-99

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issued 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4888 Peregrine Point Circle, East, Sarasota, Florida 34231, and the name of its initial registered agent at such address is CASEY CLAFLIN.

ARTICLE VII.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor is duly elected and qualified, are:

Name

Address

Casey Claflin

4888 Peregrine Point Circle, East
Sarasota, Florida 34231

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Name

Address

Casey Claflin

4888 Peregrine Point Circle, East
Sarasota, Florida 34231

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment


These articles of incorporation may be amended in the manner provided by law.

ARTICLE XVI.

Mailing Address

The initial mailing address for the corporation is 4888 Peregrine Point Circle, East, Sarasota, Florida 34231.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of
incorporation on May 1, 1999.

 5-1-99
Casey Claffin
Incorporator

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

 5-1-99
Casey Claffin, Registered Agent

FILED
99 MAY -6 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA