

ROGERS, TOWERS, BAILEY, JONES & GAY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1301 RIVERPLACB BOULEVARD
SUITE 1300
JACKSONVILLE, FLORIDA 32207

CHARLES D. TOWERS, JR.
JAMES M. McLEAN
FRED M. FINGEL
DAVID M. FOSTER
C. WILLIAM REINEY
CLYDE A. REEBE, JR.
ALLAN T. OEGGER
SAMUEL L. LAMPRELL
O. KENNETH MORFIE
DOUGLAS A. WARD
PAUL P. BANFORD
IRVIN M. WEINSTEIN
ROBERT T. HYDE, JR.
H. JOSEPH O'BRIEN
DONALD C. WRIGHT
JOSEPH O. BIRKHOFF, JR.
RICHARD B. SCHWALBE
MICHAEL A. WODRICH
CECILE EVANS RIDER
E. ALLEN HIEB, JR.
J. KIRBY CHRISTON
T.H. HAINLINE, JR.
JEFFREY G. REGAN
CHRISTOPHER C. HAZELUP

SUSAN G. McDONALD
BETTY COX MAWRI
ANTHONY A. ANDERSON
FRED D. FRANKLIN, JR.
MARCIA PENMAN PARKER
ANNE K. BUZBY
KURT H. DUNKLE
RICHARD L. MAQUINE
ANDREW KEITH DAW
LEONARDO J. MAJMAN
JAMES M. RILEY
MARK M. ARVOLD
C. DAVID ELY
FRICK MONTE PEZNICSEK
WILLIAM A. OLEARY
REGINA L. ALDERMAN
EMILY O. PIERCE
GREGORY F. LUNNY
CLINTON A. WRIGHT, III
JOHN R. IBACH
BARBARA RUEBOW
CHEERYL L. WORMAN
MARGARET M. BURNETT
SANDRA J. MATHIS

TELEPHONE (904) 398-3911
FAX (904) 396-0663

WM. H. ROGERS - 1884-1987
CHARLES D. TOWERS - 1894-1989
CECIL C. BAILEY - 1901-1992
TAYLOR JONES - 1911-1992
J. EDWIN GAY - 1909-1994

TALLAHASSEE OFFICE
108 SOUTH MONROE STREET
TALLAHASSEE, FLORIDA 32302
(904) 222-7200
FAX (904) 222-7204

FRANK L. JONES

GOVERNMENTAL CONSULTANT:
MARVIN ARINGTON

SPECIAL COUNSEL
HOWARD I. KORMAN
ALFRED J. POMERANZ

WRITER'S DIRECT DIAL NUMBER:
(904) 346-5541

February 15, 1995

P95000014352

700001410697
-02/20/95--01104--005
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 327
Tallahassee, Florida 32314

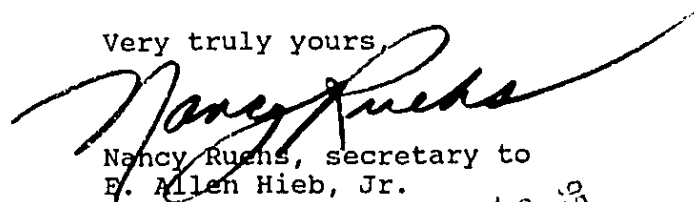
Ladies and Gentlemen:

Re: Rare Cargo International Imports, Inc.

Enclosed please find signed Articles of Incorporation of Rare Cargo International Imports, Inc. and our check in the amount of \$70. Please file these Articles of Incorporation and return a file stamped copy in the envelope provided.

Thank you.

Very truly yours,



Nancy Ruess, secretary to
E. Allen Hieb, Jr.

Enclosures

FILED
95 FEB 20 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RARE CARGO INTERNATIONAL IMPORTS, INC.

FILED

95 FEB 20 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

"RARE CARGO INTERNATIONAL IMPORTS, INC."

SECOND: The purpose for which this corporation is formed is to transact any lawful business which may be conducted by corporations pursuant to the laws of the State of Florida. This corporation shall have the power to do all and everything necessary and proper for the accomplishment of its purposes and necessary or incidental to the benefit and protection of the corporation.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

FIFTH: The principal office and mailing address of this corporation will be at #2, 11th Street Oceanfront, St. Augustine, Florida 32084.

SIXTH: The number of its directors shall be two (2) or such other number as the shareholders may from time to time designate but never less than one (1).

SEVENTH: The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified are:

NAME

ADDRESS

Thomas F. Addison

#2, 11th Street Oceanfront
St. Augustine, Florida 32084

Jeffrey M. Holleran

#2, 11th Street Oceanfront
St. Augustine, Florida 32084

EIGHTH: The name and address of the sole subscriber of the Articles of Incorporation is as follows:

NAME

ADDRESS

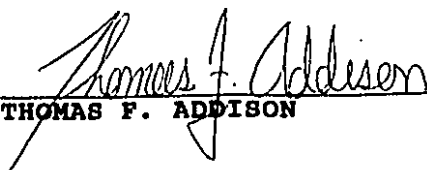
Thomas F. Addison

#2, 11th Street Oceanfront
St. Augustine, Florida 32084

NINTH: The street address of the initial registered office of this corporation is #2, 11th Street Oceanfront, St. Augustine, Florida 32084 and the name of the initial registered agent of this corporation at that address is Thomas F. Addison.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 23rd day of January, 1995.



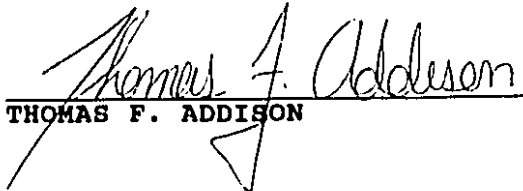
THOMAS F. ADDISON

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That **RARE CARGO INTERNATIONAL IMPORTS, INC.**, a corporation duly organized and existing under the laws of the State of Florida, has named **THOMAS F. ADDISON** as its Registered Agent, located at #2, 11th Street Oceanfront St. Augustine, Florida 32084 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


THOMAS F. ADDISON

FILED
95 FEB 20 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA