

P950000 70129
TRANSMITTAL LETTER

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

SEP 11 1995
TALLAHASSEE, FLORIDA

SUBJECT: Caribbean Customarys, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: LYNN E. SCHELLHORN
Name (printed or typed)

5904 18th ST. E.
Address

ELLENTON, FL. 34222
City, State & Zip

(941) 723 3193
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 11 AM 9:50

FILED

Dmc
9/12/95

NOTE: Please provide the original and one copy of the articles.

FILED

95 SEP 11 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARIBBEAN CATAMARANS, INC.

The undersigned incorporator or incorporation, as the case may be, of this corporation for pecuniary profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be CARIBBEAN CATAMARANS, INC.

Section 1.2. Principal Office and Place of Business. The principal mailing address of the corporation shall be located at P.O. Box 1490, Tallavast, Florida, 34270. The principal place of business of the corporation shall be 5904 18th St. East, Ellenton, FL 34222. The corporation may change the location of the post office address or the foregoing offices, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be LYNN E. SCHELLHORN. The street address of the Registered Agent, which will be the Registered Office, shall be the same as the principal office of the corporation.

ARTICLE II

DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the corporation is initially organized shall be to engage in the business of providing cargo transportation services, and do everything necessary, or convenient for the accomplishment of said purpose, and do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or any foreign country, to the extent not prohibited by law therein. The purpose shall include the transaction of any or all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Section 3.2. Powers. The corporation shall have and exercise the following powers:

- (a) To have perpetual succession by the corporate name unless a limited period of duration is stated in the Articles of Incorporation.
- (b) To sue and be sued, complain, and defend in the 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, and use the credit of the corporation to assist the officers and employees.
- (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 foreign or domestic corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or 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 the 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 the business of the corporation, carry on its operations, and have offices and exercise the powers granted 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 the Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for public welfare or for the 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 and pay out pension plans, profit sharing plans, stock bonus plans, stock options plans, profit sharing plans, retirement plans, benefit plans, and the incentive and compensation plans for any or all of the directors, officers, and employees of the corporation's subsidiaries.

(p) To provide insurance for the corporation's benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death, the shares of stock owned by such shareholder or by the spouse or children of such shareholder.

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

(r) To have and exercise all powers necessary or convenient to effect the corporation's purpose.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Number and Par. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000,000 shares at \$1.00 par value.

Section 4.2. One Class. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class only.

Section 4.3. Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all share of stock of the corporation which shall be issued for cash, property, or services, shall be fully paid and nonassessable.

Section 4.4. No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.5. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with, however, upon written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days written notice of the time and place of the meeting to each director.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be (1). Said number may be increased or decreased but not below one from time to time in accordance with the Bylaws of the corporation. The name and address of the initial member of the Board of Directors who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, is as follows:

NAME	ADDRESS
Lynn E. Schellhorn	5904 18th St. East Ellenton, Fl. 34222

Section 5.4. Incorporators. The name and address of each incorporator executing these Articles of Incorporation are as follows:

NAME	ADDRESS
Lynn E. Schellhorn	5904 18th St. East Ellenton, Fl. 34222
John Stenglein	5904 18th St. East Ellenton, Fl. 34222
Michael Deignan	5219 N. Catherine St. Plattsburg, N.Y. 12901
Shane Merahn	5799 Sandy Pointe Dr. Sarasota, Fl. 34233

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 21st day of Sept, 1995.

Lynn E. Schellhorn
Lynn E. Schellhorn, Incorporator

STATE OF FLORIDA)

COUNTY OF SARASOTA)

Before me, the undersigned authority, personally appeared LYNN E. SCHELLHORN, who is well known to the person described in and who executed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sarasota in said County and State this 21st day of September, 1995.

Bonnie Wiedeman
NOTARY PUBLIC

MY COMMISSION EXPIRES: 8/8/99



BONNIE WIEDEMAN
My Comm Exp. 8/08/99
Bonded By Service Ins
No. CC486941

Personally Known Other I.D.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 SEP 11 AM 9:50

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, STATE
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: CARIBBEAN CUSTOMERS, INC.


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

LYNN E. SCHULHORN
(NAME)

5904 18th ST. E.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ELLENTON, FL. 34222
(CITY/STATE/ZIP)

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)

7 Sept 95
(DATE)

P95000070129

— *Caribbean Cargo Inc.* —
— *P.O. Box 11110* —
— *Tallahassee, FL* —
— *34270* —

FILED
95 DEC -4 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE USE ONLY

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*****96.25 *****96.25

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____ Certified Copy

Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

NR Same R95000005308

N/c

WS DEC 11 1995

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1995

LYNN E. SCHELLHORN
P. O. BOX 1490
TALLAVAST, FL 34270

The name CARIBBEAN CARGO, INC. has been reserved for 120 days beginning November 21, 1995. The reservation number is R9500005308 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 195A00051382

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 DEC -4 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CARIBBEAN CATAMARANS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I

Section 1.1 Name. The name of the corporation shall be
CARIBBEAN CARGO, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 27 November, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by Board of Directors voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 27th of November, 19 95.

Signature Lynn E. Schellhorn
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lynn E. Schellhorn
Typed or printed name

President / Director
Title