

P960000 36463

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Caribbean Shipping Services, Inc No. 52504

APR 26 PM 3:37

SECRETARY OF DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/>	Capital Express™	_____	_____
<input checked="" type="checkbox"/>	Art. of Inc. File	_____	_____
<input type="checkbox"/>	Corp. Record Search	_____	_____
<input type="checkbox"/>	Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/>	Foreign Corp. File	_____	_____
<input type="checkbox"/>	() Cert. Copy(s)	_____	_____
<input type="checkbox"/>	Art. of Amend. File	_____	_____
<input type="checkbox"/>	Dissolution/Withdrawal	800001796788	_____
<input type="checkbox"/>	C U S-	04/26/96--01089--025	_____
<input type="checkbox"/>	Fictitious Name File	****122.50	****122.50
<input type="checkbox"/>	Name Reservation	_____	_____
<input type="checkbox"/>	Annual Report/Reinstatement	_____	_____
<input type="checkbox"/>	Reg. Agent Service	_____	_____
<input type="checkbox"/>	Document Filing	_____	_____
<input type="checkbox"/>	Corporate Kit	_____	_____
<input type="checkbox"/>	Vehicle Search	_____	_____
<input type="checkbox"/>	Driving Record	_____	_____
<input type="checkbox"/>	Document Retrieval	_____	_____
<input type="checkbox"/>	UCC 1 or 3 File	_____	_____
<input type="checkbox"/>	UCC 11 Search	_____	_____
<input type="checkbox"/>	UCC 11 Retrieval	_____	_____
<input type="checkbox"/>	File No.'s, Copies	_____	_____
<input type="checkbox"/>	Courier Service	_____	_____
<input type="checkbox"/>	Shipping/Handling	_____	_____
<input type="checkbox"/>	Phone ()	_____	_____
<input type="checkbox"/>	Top Priority	_____	_____
<input type="checkbox"/>	Express Mail Prep.	_____	_____
<input type="checkbox"/>	FAX () pgs.	_____	_____
SUBTOTALS		_____	_____

OK 4/26/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/26	_____	_____
TIME	1:30P	_____	CK No. _____
BY	DT	_____	_____

WALK-IN Will Pick Up _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
CARIBBEAN SHIPPING SERVICES, INC.

FILED

96 APR 26 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

CARIBBEAN SHIPPING SERVICES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in all aspects of the import and export business and to otherwise deal in and with all business and/or business transactions related to the import and export business and to provide and conduct all services relating thereto, and to own and trade in real and personal property of every nature and kind whatsoever, and to otherwise invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad,

canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition; and to do any and all other things or transact any and all other business or businesses authorized and not prohibited by the laws of the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. The corporation shall have an initial issue of Five Hundred (500) shares of said common stock of the corporation which shall be issued for cash or property in like value for the total amount of not less than Five Hundred Dollars (\$500.00). The shares of the corporation are not to be divided into classes and the corporation is not authorized to issue shares in series.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall not be less than Five Hundred Dollars (\$500.00) which amount or property in like value shall be subscribed for and paid before this corporation shall transact any business.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The initial principal office of the corporation is 1505 Dennis Street, Jacksonville, Florida 32204. The post office mailing address of the corporation is 1505 Dennis Street, Jacksonville, Florida 32204. The name of the initial Registered Agent is Paul V. Robbins, whose address is 1505 Dennis Street, Jacksonville, Florida 32204.

ARTICLE VII

The corporation shall have at least one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders but shall never be less than one.

Directors shall be chosen by the Stockholders of this corporation. A majority vote of the Stockholders shall be binding with regard to the business of the corporation. Quorum requirements shall be governed by statute or as provided for in the By-Laws.

ARTICLE VIII

The names and post office addresses of the first Director, the first President, the first Vice President, and the first Secretary/Treasurer, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paul V. Robbins	11250 Beacon Drive Jacksonville, Florida 32225	President/ Director
Julie E. Robbins	11250 Beacon Drive Jacksonville, Florida 32225	Vice President Secretary/ Treasurer

ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Paul V. Robbins	11250 Beacon Drive Jacksonville, Florida 32225
Julie E. Robbins	11250 Beacon Drive Jacksonville, Florida 32225

The names and addresses of the initial Stockholders of this corporation and a statement of the number of shares of stock which said Stockholders agree to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Paul V. Robbins	11250 Beacon Drive Jacksonville, Florida 32225	250
Julie E. Robbins	11250 Beacon Drive Jacksonville, Florida 32225	250

ARTICLE X

The officers of this corporation shall be a President, a Vice President, and a Secretary/Treasurer, and such other officers as may be deemed necessary and desirable by the Board of Directors.

All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of this corporation.

ARTICLE XI

In the furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter and amend the By-Laws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of this corporation; and

If the By-Laws so provide, to designate one or more of its number to constitute an Executive Committee, which committee shall, for the time being as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

The corporation may, in its By-Laws, confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Stockholders are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written

statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. By-Laws may be adopted and amended in the same manner as herein provided for amendment of these Articles of Incorporation. The designation of Officers and Directors as set forth in these Articles of Incorporation shall be confirmed and ratified by initial meeting of the Stockholders immediately following the acceptance of these Articles of Incorporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 25th day of April, 1996, and for the purpose of forming this corporation under the laws of the State of Florida, have signed these Articles of Incorporation and certify that the facts herein stated are true.


Paul V. Robbins


Julie E. Robbins

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Paul V. Robbins, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of April, 1996.

Mary E. McNutt MARY E.
McNutt
Notary Public, State of Florida
At Large
My Commission Expires:

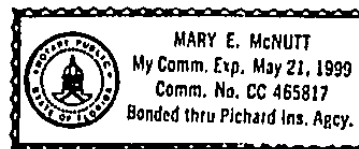


STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Julie E. Robbins, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she has acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of April, 1996.

Mary E. McNutt MARY
E.
McNutt
Notary Public, State of Florida
At Large
My Commission Expires:



FILED

ACCEPTANCE OF REGISTERED AGENT

96 APR 26 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Paul V. Robbins, and hereby acknowledges his acceptance as the initial Registered Agent of CARIBBEAN SHIPPING SERVICES, INC., with the initial corporate address of 1505 Dennis Street, Jacksonville, Florida 32204, and the Registered Agent address is 1505 Dennis Street, Jacksonville, Florida 32204.


Paul V. Robbins

Sworn to and subscribed before me
this 25th day of April, 1996.

Mary E. McNutt MARY E. McNutt
Notary Public, State of Florida at Large
My Commission Expires:

