

Morgan, Olsen & Olsen  
ATTORNEYS AT LAW

Walter L. Morgan  
Gregory G. Olsen  
Mark C. Olsen  
Paul M. Volmert

315 N.E. Third Avenue • Suite 200  
Fort Lauderdale, FL 33301  
(954) 524-3111  
FAX (954) 463-3570

Mail to: P.O. Box 1448  
Ft. Lauderdale, FL 33302-1448

997000004531  
January 10, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
97 JAN 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Filing Articles of Incorporation  
NORTHSHIP, INC.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

900002061919--4  
-01/17/97--01061--014  
\*\*\*\*122.50 \*\*\*\*122.50

*Diane V. Hallaran*

Diane V. Hallaran  
Secretary to Walter L. Morgan

\dvh  
Enc.

1-16-97  
FD

FILED  
91 JAN 10 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTHSHIP, INC.**

**ARTICLE I: NAME**

The name of this corporation is NORTHSHIP, INC., whose address 520 N. Victoria Terrace, Fort Lauderdale, Florida 33301.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 520 N. Victoria Terrace, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is James Lee Eden.

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

James Lee Eden  
520 N. Victoria Terrace  
Fort Lauderdale, Florida 33301.

**ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:  
James Lee Eden, 520 N. Victoria Terrace, Fort Lauderdale, Florida 33301.

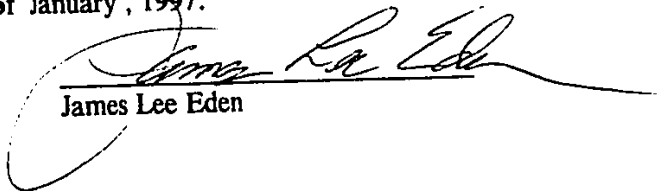
**ARTICLE IX: INDEMNIFICATION**

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

**ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

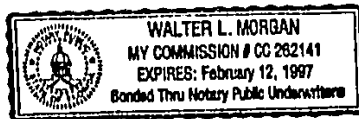
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9<sup>th</sup> day of January, 1997.

  
James Lee Eden

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared James Lee Eden known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of January, 1997.




  
Notary Public  
My Commission Expires:


**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, NORTHSHIP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named James Lee Eden as its agent to accept service of process within the State of Florida.

  
James Lee Eden  
Title: President  
Date: January 9, 1997

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

  
James Lee Eden  
Registered Agent  
Date: January 9, 1997

**FILED**  
97 JAN 10 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA