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WESTMAN AND LINTZ
ATTORNEYS AT LAW
1970 MICHIGAN AVENUE - BUILDING F
COCOA, FLORIDA 32922

ROBERT T. WESTMAN
LESTER LINTZ

TELEPHONE 407/690-1970
FAX 407/690-2349

October 15, 1998

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

700002667017--7
-10/19/98-01087-011
****337.50 ****337.50

Re: Canaveral Marine Terminals, L. C.

Enclosed find the following documents:

1. Original and one copy of Articles Of Organization.
2. Our trust account check in the amount of \$337.50.

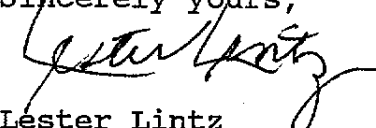
Our check represents the following fees:

Filing fee	\$285.00
Certified copy of Articles	52.50
	<u>\$337.50.</u>

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TALLAHASSEE, FLORIDA

Please return the certified copy of the Articles Of Organization to me at the address listed above.

Sincerely yours,


Lester Lintz

LL/anr

Enclosures

Copy to: Mr. Patrick T. Lee

L98-2337

Name	CR 10-21
Availability	
Document	CR
Examiner	CR
Updater	CR
Editor	CR
Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

ARTICLES OF ORGANIZATION
OF
CANAVERAL MARINE TERMINALS, L. C.

The undersigned, a duly authorized representative of a member, acting as Organizer of a limited liability company under the Florida Limited Liability Act (the "ACT"), does hereby adopt the following Articles Of Organization for such limited liability company:

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ARTICLE I - NAME

The name of the limited liability company is **CANAVERAL MARINE TERMINALS, L. C.** (the "COMPANY").

ARTICLE II - DURATION

The **COMPANY** shall continue in existence for a period of thirty (30) years, or until the earlier termination of the **COMPANY** in accordance with its regulations as adopted and amended from time to time in accordance with the **ACT** (the "**REGULATIONS**"). The date of commencement of the **COMPANY'S** existence shall be the date these Articles Of Organization are filed with the office of the Department Of State of the State of Florida.

ARTICLE III - PURPOSE

The purpose for which the **COMPANY** is organized is the transaction of any lawful business for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal

office of the COMPANY is: 9000 Herring Street, Port Canaveral, FL 32920.

ARTICLE V - NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the COMPANY'S initial Registered Agent in the State of Florida is:

PATRICK T. LEE
9000 Herring Street
Port Canaveral, FL 32920.

The above named Registered Agent has simultaneously with being designated as Registered Agent executed his Certificate accepting the appointment as Registered Agent of the COMPANY, which certificate appears at the end of these Articles.

ARTICLE VI - ADMITTANCE OF NEW MEMBERS

The members of the COMPANY are granted the right to admit additional members in accordance with the terms and conditions as set out in the COMPANY'S REGULATIONS as adopted and amended from time to time in accordance with the ACT.

ARTICLE VII - CONTINUANCE OF BUSINESS OF COMPANY

The remaining members of the COMPANY are granted the right to continue the business of the COMPANY on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the COMPANY in accordance with the terms and conditions set out in the REGULATIONS.

ARTICLE VIII - MANAGEMENT OF COMPANY

The **COMPANY** is to be managed by the Members and the names and addresses of the Managing Members are:

MID-FLORIDA FREEZER WAREHOUSES, LTD.
9000 Herring Street
Port Canaveral, FL 32920.

ATLANTIC CONTAINER SERVICE, INC.
124 Prosperity Drive
Garden City, GA 31408-9550.

STEVENS SHIPPING & TERMINAL CO.
26 East Bay Street
Savannah, GA 31498.

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TALLAHASSEE, FLORIDA

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ARTICLE IX - LIABILITY OF MEMBER FOR DEBTS

Except as and to the extent the **REGULATIONS** specifically provide otherwise, a member shall not be liable for the debts, obligations or liabilities of the **COMPANY**, including under a Judgment, Decree or Order of a court. A Member shall not be personally liable to the **COMPANY** or any of the **COMPANY'S** members for any monetary damages for any act or omission in the Member's capacity as a managing Member except to the extent otherwise expressly provided by a statute of the State of Florida. Any repeal or modification of this Article or the **REGULATIONS** shall be prospective only and shall not adversely affect any limitation of the personal liability of a member of the **COMPANY** at the time of the repeal or modification.

ARTICLE X - PREEMPTIVE RIGHTS

Except as expressly provided in the **REGULATIONS**, no member, by reason of holding a membership interest in the **COMPANY**, shall have a preemptive, preferential or other right to acquire any additional or greater membership interest in the **COMPANY** or any right to

subscribe to or acquire any additional or greater membership interest in the COMPANY (or any security of COMPANY convertible into or carrying such a right).

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

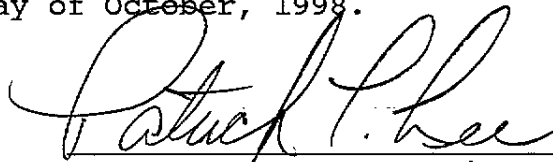
The Articles Of Organization of the COMPANY may be amended from time to time by the members and as provided in the REGULATIONS.

ARTICLE XII - NAME AND ADDRESS OF ORGANIZER

The name and address of the Organizer is:

PATRICK T. LEE
9000 Herring Street
Port Canaveral, FL 32920.

IN WITNESS WHEREOF, the undersigned Organizer has hereunto set his hand and seal this 15th day of October, 1998.


PATRICK T. LEE, Organizer

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

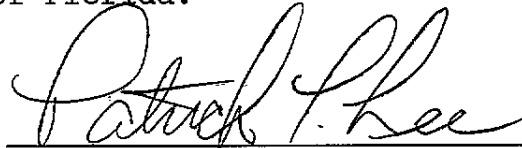
The foregoing Articles of Incorporation were acknowledged before me this 15th day of October, 1998, by PATRICK T. LEE, who is personally known to me.


Notary Public (SEAL)

 Lester Lintz
My Commission CC707320
Expires February 19, 2002

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

The undersigned, having been appointed as Registered Agent of **CANAVERAL MARINE TERMINALS, L. C.**, a Florida limited liability company, hereby certifies that he is familiar with the obligations of the position of Registered Agent in the State of Florida and hereby accepts said appointment as Registered Agent of **CANAVERAL MARINE TERMINALS, L. C.** and agrees to keep the registered office of said company at 9000 Herring Street, Port Canaveral, FL 32920 as required by the laws of the State of Florida.



PATRICK T. LEE,
Registered Agent of **CANAVERAL**
MARINE TERMINALS, L. C.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF ORGANIZER OF CANAVERAL MARINE TERMINALS, L. C.,
A FLORIDA LIMITED LIABILITY COMPANY

STATE OF FLORIDA
COUNTY OF BREVARD

On this day before me, the undersigned officer duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared PATRICK T. LEE, who after being duly sworn by me, deposes and says:

1. CANAVERAL MARINE TERMINALS, L. C., a Florida limited liability company, has three (3) members, which members are:

MID-FLORIDA FREEZER WAREHOUSES, LTD.
9000 Herring Street
Port Canaveral, FL 32920.

ATLANTIC CONTAINER SERVICE, INC.
124 Prosperity Drive
Garden City, GA 31408-9550.

STEVENS SHIPPING & TERMINAL CO.
26 East Bay Street
Savannah, GA 31498.

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2. That the amount of cash contributed and the amount anticipated to be contributed by the above named members of the above named company are as follows:

<u>NAME OF MEMBER</u>	<u>AMOUNT OF CASH CONTRIBUTED</u>	<u>AMOUNT OF CASH ANTICIPATED TO BE CONTRIBUTED</u>
MID-FLORIDA FREEZER WAREHOUSES, LTD.	\$175,000.00	\$ - 0 -
ATLANTIC CONTAINER SERVICE, INC.	\$175,000.00	\$ - 0 -

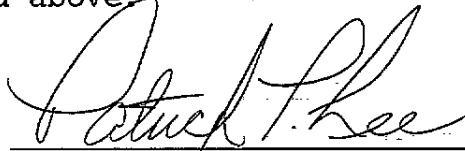
STEVENS SHIPPING &
TERMINAL CO.

\$175,000.00

\$ - 0 -

No property is contributed.

3. That the undersigned is the duly authorized
representative of the members named above.



PATRICK T. LEE, President of
SHELBY CORPORATION OF CENTRAL
FLORIDA, INC., a Florida
corporation, General Partner of
MID-FLORIDA FREEZER WAREHOUSES,
LTD., a Florida Limited
Partnership

Sworn to and subscribed by the above named affiant before me
this 15th day of October, 1998.



Notary Public

(SEAL)



Lester Lintz

My Commission CC707320

Expires February 19, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA