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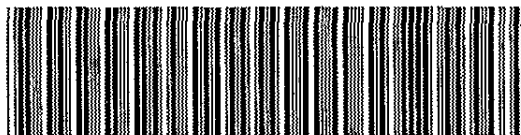
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TALLAHASSEE, FLORIDA

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LONNIE L. SIMMONS, P.A.

Attorney at Law
3008 Langley Avenue
Pensacola, Florida 32504
(850) 474-0886

January 15, 2007

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314


RE: Articles of Incorporation of Port of Pensacola Users Association, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Port of Pensacola Users Association, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

ARTICLES OF INCORPORATION
OF
PORT OF PENSACOLA USERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together for the purpose of being a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME

The name of this Corporation shall be PORT OF PENSACOLA USERS ASSOCIATION, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of providing a unified voice representing all port interests at the Port of Pensacola by improving communication and fostering cooperation among port tenants in order to aid tenants in identifying and taking advantage of business synergies; exploring ways of working towards profitable and long-term operations at the Port of Pensacola; increasing public awareness of the port's benefits, representing a unified voice for port tenants in those forums where the future of the port will be debated and decided, maintaining a strong relationship between the Port of Pensacola and its users and to foster and sustain a sense of community among its members.

The Corporation may solicit, receive, hold and expend funds or other property in such manner as the Board of Directors may determine to be appropriate to further the foregoing purpose; and shall have all powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE IV - MEMBERS

The Corporation shall have members. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the By-Laws of the Corporation and as are not inconsistent with any provisions of these Articles of Incorporation.

All persons who are interested in the objectives of the Corporation shall be eligible for membership.

The Corporation shall provide for equal membership to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE V - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the

Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of General Sessions of Florida exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 720-A S. Barracks Street, Pensacola, Florida 32502, and the name of the initial registered agent of this Corporation at that address is Michael L. Pate.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have a Board of Directors that will govern all activities of the Port of

Pensacola Users Association, Inc. as specified in the By-Laws. The By-Laws shall also provide for their duties, functions and manner of election. The Board of Directors shall have the power to make, alter and rescind the By-Laws of this Corporation provided that at least sixty (60) days notice has been given all members of the Board of Directors of the character of the prepared amendment, or amendments to be voted upon. The affairs of the Corporation shall be managed by the Board of Directors. The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

Director: Antonio Martinez, Jr.
640 S. Barracks Street
Pensacola, FL 32502

Director: Michael L. Pate
720-A S. Barracks Street
Pensacola, FL 32502

Director: Bill Wallace
650 S. Barracks Street
Pensacola, FL 32502

ARTICLE IX - AMENDMENTS

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all Board members, provided that at least sixty (60) days notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments, to be voted upon.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that PORT OF PENSACOLA USERS ASSOCIATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 720-A S. Barracks Street, Pensacola, Florida 32502 has named Michael L. Pate at 720-A S. Barracks Street, Pensacola, Florida 32502, as its agent to accept service of process within Florida.

DATED: 22 JAN 2007.



MICHAEL L. PATE, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.



MICHAEL L. PATE -
Registered Agent

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TALLAHASSEE, FLORIDA

of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI - BYLAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XII - INCORPORATORS

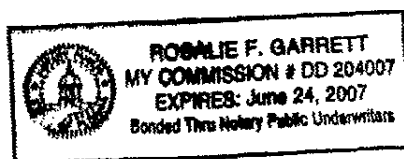
The name and street address of the incorporator to these Articles of Incorporation is Michael L. Pate, 720-A S. Barracks Street, Pensacola, Florida 32502.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 22 day of January, 2007.


MICHAEL L. PATE -
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

The foregoing instrument was sworn to and subscribed to me this 22 day of January, 2007, by MICHAEL L. PATE, who is personally known to me, or who has produced _____ as identification and who did take an oath.




Print Name: Rosalie F. Garrett
Notary Public, State of Florida
My Commission Expires: _____