

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000030990

Atlas Barge Rental, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

U.S. DEPT. OF JUSTICE
MAR - 8 2000

ARTICLES OF INCORPORATION

OF

ATLAS BARGE RENTAL, INC.

Article I - Name

The name of this corporation is:

ATLAS BARGE RENTAL, INC.

Article II - Duration

This corporation shall commence existence on April 1, 2000, and shall have perpetual existence unless terminated or dissolved as provided by law.

Article III - Purpose

This corporation is organized for the purpose of engaging in the operation of a barge rental business, and for the purpose of engaging in any other activity or business permitted under the laws of the United States and of this State.

Article IV - Capital Stock and Voting Rights

This corporation is authorized to issue 1,000 shares of Common stock, having a par value of \$1.00 per share.

The holders of the stock of the corporation shall be entitled to one vote for each share of stock held, at all meetings of the stockholders, regardless of the purpose of such meetings and regardless of the matter voted upon.

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.

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Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4801 Sixth Avenue North, St. Petersburg, Florida 33713, and the name of the initial registered agent of the corporation at that address is Philip G. Johannesson.

Article VII - Address of Principal Office and Mailing Address

The address of the initial principal office of the corporation is 4801 Sixth Avenue North, St. Petersburg, Florida 33713, and the mailing address is the same.

Article VIII - Officers and Directors

Section A. The management and control of this corporation shall be vested in a Board of Directors of one or more members. The number of Directors may be varied from time to time by Bylaws adopted by the stockholders, but shall always be at least one.

Section B. The corporation shall have as its officers a president, a secretary and a treasurer, and such other officers as to the Board of Directors may seem expedient. Any person may hold two or more offices.

Section C. The Board of Directors shall be selected by the stockholders at each annual meeting to be held at the principal office of the corporation or at such other place as shall be designated in and by the notice of the meeting. The officers shall be elected by the Board of Directors at its first meeting following each annual meeting of the stockholders. The names and addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation and the laws of Florida, shall hold office until their successors are duly elected and have qualified, are as follows:

Philip G. Johannesson	4801 Sixth Avenue North
	St. Petersburg, Florida 33713

Section D. The names and addresses of the officers of the corporation, who shall serve until their successors have been

duly elected, are as follows:

President, Secretary
and Treasurer

Philip G. Johannesson
4801 Sixth Avenue North
St. Petersburg, Florida 33713

Article IX - Incorporator

The name and address of the person signing these
Articles is:

Philip G. Johannesson 4801 Sixth Avenue North
St. Petersburg, Florida 33713

Article X - Corporate Seal

The seal of the corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL, 2000, FLORIDA", and around the circumference thereof the following: "ATLAS BARGE RENTAL, INC."

Article XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the holders of a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders shall sign a written statement manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 24th day of March, 2000.



PHILIP G. JOHANNESON, Incorporator

STATE OF FLORIDA _____)

COUNTY OF PINELLAS _____)

BEFORE ME, a Notary Public in and for the State of Florida, personally appeared PHILIP G. JOHANNESSON, known to me to be the person described in and who executed the foregoing Articles of Incorporation, or who produced Personally Known as identification, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid, this 24th day of March, 2000.



Charles E H Beck
My Commission CC853270
Expires July 11, 2003

Notary Public

Charles E H Beck
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-named corporation, at the place designated in these Articles, I hereby agree to act in that capacity.

Philip G. Johannesson
PHILIP G. JOHANNESSON
Registered Agent

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FALLS CHURCH, VA
REC'D
FILE
FALLS CHURCH, VA