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Ms. Karen J. Severance
St. Pete Logistics, Inc.
P. O. Box 47455
St. Petersburg, FL 33743

March 1, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

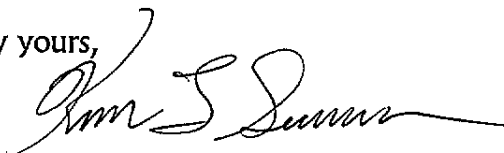
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*****78.75 *****78.75

Re: St. Pete Logistics, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Karen J. Severance
St. Pete Logistics, Inc.

Enclosures

FILED
01 MAY 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

check stapled here

g/s/25

ARTICLES OF INCORPORATION

of

ST. PETE LOGISTICS, INC.

FILED
01 MAY 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is St. Pete Logistics, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Karen J. Severance
7570 46th Avenue North
St. Petersburg, FL 33709

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the initial director of the corporation is as follows:

Karen J. Severance	President
P. O. Box 47455	
St. Petersburg, FL 33743	

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATOR

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

Karen J. Severance
P. O. Box 47455
St. Petersburg, FL 33743

ARTICLE VIII - CORPORATE OFFICE

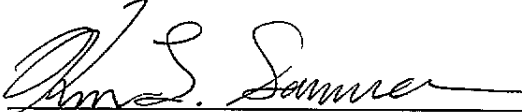
The corporation's principal office address shall be as follows:

7570 46th Avenue North
St. Petersburg, FL 33709

The corporation's principal mailing address shall be as follows:

P. O. Box 47455
St. Petersburg, FL 33743

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 2001.

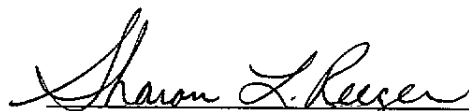


Karen J. Severance

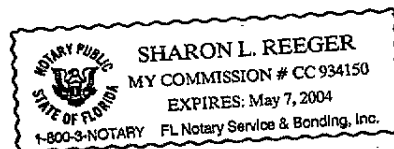
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Karen J. Severance and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of March, 2001.



Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
ST. PETE LOGISTICS, INC.

FILED
01 MAY 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

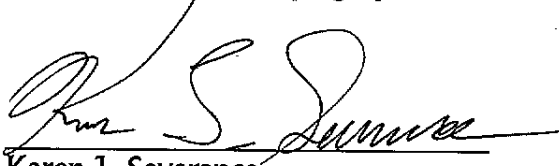
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

7570 46th Avenue North
St. Petersburg, FL 33743

has named Karen J. Severance, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Karen J. Severance
Registered Agent