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N. TAYLOR ENTERPRISES, INC.

FILED

Nita Taylor, Enrolled Agent  
15 Chatsworth Lane  
Flagler Beach, FL 32136  
Telephone 386-439-0588  
National 800-386-6789  
Fax 386-439-0589

01 AUG 28 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Accounting, Income Taxes and Tax Problem Resolutions*

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED  
CERTIFIED NO. 7099-3400-0005-2237-0353

August 24, 2001

Secretary of State  
Tallahassee, FL 32399

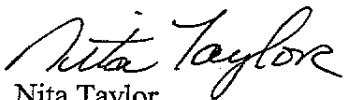
RE: Articles of Incorporation  
MC NAIR SHIPPING, INC.

100004561311--3  
-08/29/01--01001--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed you will find the above referenced Articles of Incorporation along with my check in the amount of \$78.75 for the filing fee. Please process these articles and return the approved articles to my office at the earliest possible date. Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Nita Taylor  
President and Accountant, for the firm

Enclosures

NT:sm

C. BLALOCK AUG 29 2001

FILED

01 AUG 28 AM 10: 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MC NAIR SHIPPING, INC.

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 NAME

The name of the corporation shall be MC NAIR SHIPPING, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 330 DOVER STREET, BOCA RATON, FL 33487, and the name of the initial Registered Agent for the corporation at that address is LUKE MC NAIR

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: LUKE MC NAIR

ARTICLE IX INCORPORATOR

The name and address of the incorporator is: LUKE MC NAIR

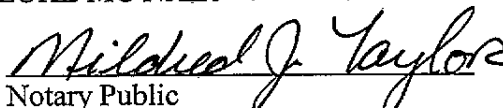
IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 24 day of August, 2001.

Incorporator:

  
LUKE MC NAIR

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 24 day of  
August, 2001, by LUKE MC NAIR



Notary Public

State of FLORIDA

My Commission Expires:

(SEAL)



Mildred J. Taylor  
Commission # DD 014997  
Expires May 15, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED  
01 AUG 28 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida,  
a corporation organizing under the laws of the State of Florida, with its principal office located at  
330 DOVER STREET, BOCA RATON, FL 33487 has named LUKE MC NAIR whose address  
is 330 DOVER STREET, BOCA RATON, FL 33487 as its Agent to accept service of process  
within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during  
prescribed hours; to post my name (and any other officers of said corporation authorized to  
accept service of process at the above designated address) in some conspicuous place in the  
office as required by law.

Registered Agent

  
LUKE MC NAIR

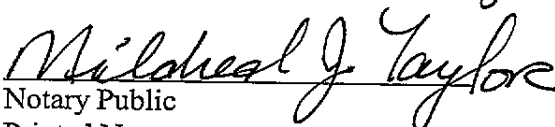
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally  
appeared LUKE MC NAIR, who, after being duly sworn, deposes and says that the facts and  
matters contained above are true and correct, and that he has executed the same for the purposes  
expressed herein. Who is personally known to me or produced

Pl. DL M256-533-79-100-0 identification.

WITNESS my hand and official seal this 24 day of August,  
2001

(SEAL)

  
Notary Public  
Printed Name:  
State of FLORIDA

Mildred J. Taylor  
Commission # DD 014997  
Expires May 15, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.



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