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REPLY TO: MICHAEL L. FERGUSON  
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December 12, 2001

**BY FEDERAL EXPRESS**

State of Florida  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Shoreline Enterprises USA, Inc.

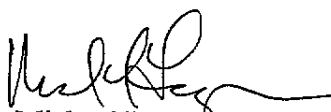
Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file these Articles and return a stamped copy to me for my file. My firm check for \$78.75 is enclosed for your filing fee.

If you have any questions, please feel free to call me.

Sincerely,

  
Michael L. Ferguson

MLF/sew

Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

EXPIRATION DATE  
12-10-01

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 13 PM 3:35

F. CHESSER DEC 18 2001

**ARTICLES OF INCORPORATION  
OF  
SHORELINE ENTERPRISES USA, INC.**

**EFFECTIVE DATE**

12-10-01

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 13 PM 3:35

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is SHORELINE ENTERPRISES USA, INC. The principal office and mailing address of the corporation is 100 West Herman Street, Pensacola, Florida 32505.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

This corporation shall be effective as of December 10, 2001, and shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The general purpose for which the corporation is organized is: any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 25,000 shares of \$.001 par value common stock.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation in the State of Florida is 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503. The name of the initial registered agent for the corporation at that address is Michael L. Ferguson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial director of this corporation are:

NAME

ADDRESS

William M. Gremillion

100 West Herman Street  
Pensacola, Florida 32505

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

William M. Gremillion

100 West Herman Street  
Pensacola, Florida 32505

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
WILLIAM M. GREMILLION

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM M. GREMILLION, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced N/A as identification, and who acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 10<sup>th</sup> day of December, 2001.



Sherry Eileen Ware  
My Commission CC916708  
Expires April 24, 2004

*Sherry Eileen Ware*

NOTARY PUBLIC

My Commission Expires: 4/24/04

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of SHORELINE ENTERPRISES USA, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in the Florida Statutes relative to the acceptance of such position.

*Michael L. Ferguson*  
MICHAEL L. FERGUSON

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 13 PM 3:35