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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**HORIZON WATERWAYS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**HORIZON WATERWAYS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is:

**HORIZON WATERWAYS, INC.**

**ARTICLE II**

These Articles of Incorporation shall become effectively immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE III**

The address of the principal office of the Corporation is:

7200 N. W. 19<sup>th</sup>. Street, Suite 412  
Miami, FL 33126

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 1000 shares, all of which shall be Common Shares. Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is: **250 Bird Road, Suite 302, Coral Gables, Florida 33146**. The initial registered agent for the Corporation at that address is:

**JOSEPH F. LOPEZ, Attorney At Law**

Prepared by: Joseph F. Lopez, Esq.  
Florida Bar No. 801283  
250 Bird Road, Suite 302  
Coral Gables, Florida 33146  
Telephone: 305-444-4375  
Facsimile: 305-444-1562

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**TALLAHASSEE, FLORIDA**

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ARTICLE V

The board of directors shall consist of one or more members. The number of directors may at any time be increased or decreased by action of either the shareholders or the board of directors.

ARTICLE VII

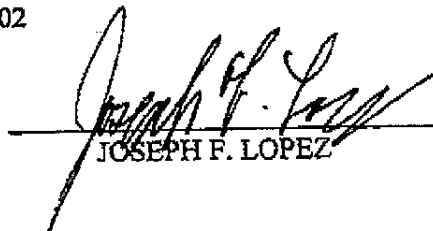
The name and street address of the person signing these Articles of Incorporation is:

Joseph F. Lopez, Esq.  
250 Bird Road, Suite 302  
Coral Gables, Florida 33146

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

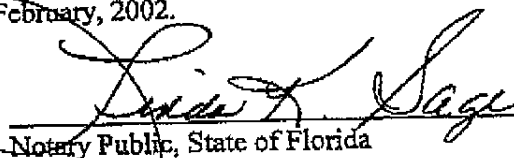
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of February, 2002

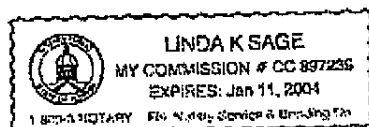
  
JOSEPH F. LOPEZ

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH F. LOPEZ, who is personally known to me, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14<sup>th</sup> day of February, 2002.

  
Notary Public, State of Florida



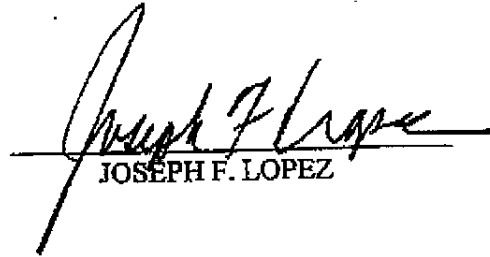
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## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HORIZON WATERWAYS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dated this 14<sup>th</sup> day of February, 2002.

  
JOSEPH F. LOPEZ

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