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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Kevin S. Green, C.P.A.
Certified Public Accountant

5 North 17th Avenue #502
Jacksonville Beach, Florida 32250
E-mail: KSGreenCPA@aol.com
Office: 904-241-0242
904-635-7276

December 16, 2002

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

Enclosed, please find articles of incorporation for Ship's Lantern of Northeast Florida, Inc. Please note that the start date is January 1, 2003. If you have any questions or need further information, please feel free to contact us.

Thank you for your time and assistance in this matter.

Sincerely,



Kevin Green, C.P.A.

ARTICLES OF INCORPORATION
FOR
SHIP'S LANTERN OF NORTHEAST FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

SHIP'S LANTERN OF NORTHEAST FLORIDA, INC.

Please note that the start date is January 1, 2003.

EFFECTIVE DATE
1-1-03

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

210 CENTRE STREET
FERNANDINA BEACH, FL 32034

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage or transact in 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 stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE V, TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI, PREEMPTIVE 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VII, DIRECTORS

This name and address of the initial director and officer is:

**ALLEN S. ELEFTERION, PRESIDENT
210 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034**

ARTICLE VIII, INCORPORATOR

The names and addresses of the Incorporator to these Articles of Incorporation is:

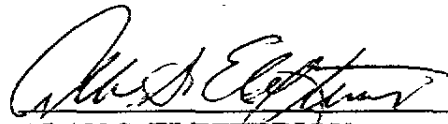
**ALLEN S. ELEFTERION
210 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034**

ARTICLE IX, REGISTERED AGENT AND ADDRESS

The initial registered agent and office of the Corporation shall be:

**ALLEN S. ELEFTERION
210 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034**

The undersigned incorporator has executed these Articles of Incorporation on this 13th day of October, 2002.



ALAN S. ELEFTERION

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

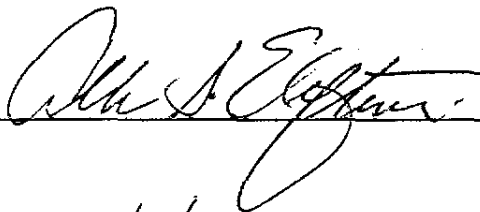
SHIP'S LANTERN OF NORTHEAST FLORIDA, INC.

2. The name and address of the registered agent is:

ALLEN S. ELEFTERION
210 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____



DATE _____

10/13/02

02 DEC 19 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED