

P05000075681

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 23, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PORT INTERNATIONAL CORPORATION
REF: W05000025615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with 399503, PORTS INTERNATIONAL CORPORATION

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX Aud. #: H05000128635
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION OF
INTERNATIONAL PORT CORPORATION
a Florida corporation.**

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05 MAY 24 AM 10:49
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 - NAME

The name of this corporation is:

INTERNATIONAL PORT CORPORATION , a Florida corporation.

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 100 shares of common stock having no par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be:

561 Old East Lake Road
Suite B
Tarpon Springs, FL 34688

And the name of the initial Registered Agent for the corporation is:

Guillermo Lazaro Rodríguez
2020 N.W. 14th Street
Miami, FL 33125

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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 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, 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.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

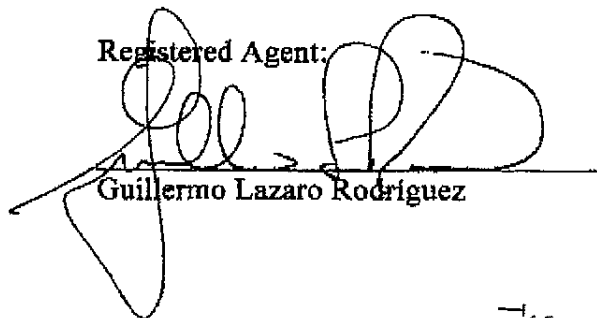
The following is submitted in compliance with the laws of the State of Florida.

INTERNATIONAL PORT CORPORATION, a corporation organizing under Guillermo Lazaro Rodriguez, whose corporation address is 2020 N.W. 14th Street, Miami, FL 33125 and H. Paul Cheeks, whose address is 561 Old East Lake Road, #B, Tarpon Springs, Florida 34688

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 officer 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:



Guillermo Lazaro Rodriguez

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TALLAHASSEE, FLORIDA

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This corporation shall have a minimum of two (2) director(s). The initial Board of Directors shall consist of:

H Paul Cheeks

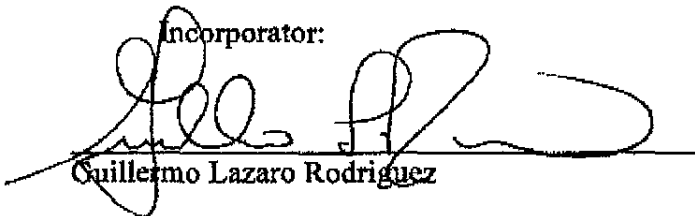
Guillermo Lazaro Rodríguez

ARTICLE IX – INCORPORATOR

The name and address of the incorporator is:

Guillermo Lazaro Rodriguez
2020 N.W. 14th Street
Miami, FL 33130

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20 day of May, 2005.

Incorporator:

Guillermo Lazaro Rodriguez

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged by me this _____ day of _____, 2005 by: Guillermo Lazaro Rodriguez who is personally known by me and who did not take an oath.

Notary Public, State of Florida

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