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FELDMAN & ROBACK

ATTORNEYS AT LAW

3906 26TH STREET WEST • BRADENTON, FLORIDA 34205-5510 • TEL 941/751-0000 • FAX 941/751-5556

MARC H. FELDMAN
JOSEPH ROBACK

5 January 1995

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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Re: EJS Sea Enterprises, Inc.
F&R File No. 7149

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,

Marc H. Feldman

MHF/tmc

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cc: E. James Shepard

KAN 1-10

ARTICLES OF INCORPORATION

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These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is EJS Sea Enterprises, Inc., and its mailing address shall be P.O. Box 13102, Sarasota, Florida 34278, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue 1000 shares of common stock with a par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE: DIRECTORS

The corporation shall have an initial Board of one Director. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Director shall hold office until the election of a successor Director (or Directors) by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following person shall be the initial Director of the corporation:

E. James Shepard, 812 Arlington Road, Palmetto, Florida 34221

ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend, or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Directors.

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 3908 26th Street West, Bradenton, Florida, 34205, and the initial Registered Agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

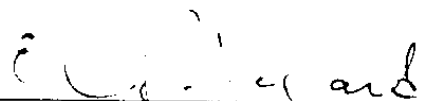
ARTICLE NINE: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE TEN: INCORPORATOR

This corporation is being formed by E. James Shepard, 812 Arlington Road, Palmetto, Florida 34221.

In Witness Whereof, I subscribe to these Articles of Incorporation on 4 January 1995


E. James Shepard.

FELDMAN & ROBACK, ATTORNEYS AT LAW, 3908 26TH STREET WEST, BRADENTON, FLORIDA 34205, TELEPHONE (813) 738-8888

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as Registered Agent for EJS Sea Enterprises, Inc., and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 5 January 1995.



Marc H. Feldman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

EJS Sea Enterprises
INC.

EJS Sea Enterprises a 'S' corporation, pursuant to Sections 275 and 391 (a)(5)(ii), Florida Statutes, hereby files these Articles of Dissolution of this corporation.

1. The name of the corporation is EJS Sea Enterprises

2. The names and respective addresses of its officers and directors are:

E. James Shogard, President, Sole Director and Shareholder

3. All Debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

4. All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the Corporation in any court

6. A true copy of the resolution by which this Corporation elected to dissolve by act of the Corporation, which resolution was unanimously adopted by the shareholders of the Corporation in Oct, 11, 19 , is attached hereto and by reference made a part hereof.

IN WITNESS WHEREOF, EJS Enterprises, a "S"corporation, has caused these Articles of dissolution to be signed by its duly
authorized officer this 11th day of October, 1996BY: EJS Shepard 10/1/96
Pres., sole Director and ShareholderSTATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 11th day of
October, 1996 by James Shepard, President, sole Director
and Shareholder of EJS Enterprises a "S" corporation, on
behalf of the Corporation. He is personally known to me or has produced
_____ as identification.

Karen Garofalo
Notary Public
Name: _____

My Commission Expires:

