

P95000011864

February 9, 1995

Mr. Guido Roncallo
Post Office Box 346
Cape Canaveral, FL 32920

Secretary of State
Division of Corporations
409 East Gailton Street
Tallahassee, FL 32399

To Whom It May Concern:

Please accept the enclosed Articles Of Incorporation for Global Ship Supplies, Inc. for filing. Also enclosed is a check in the amount of \$122.50 for filing fees and a certified copy of the Articles. Please return it to me at the above address.

Thank you for your attention to this.

Sincerely,

Guido Roncallo
Guido Roncallo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GLOBAL SHIP SUPPLIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers of these Articles of Incorporation, natural persons, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is: Global Ship Supplies, Inc.

ARTICLE II

The corporation may engage in any activity permitted under the laws of the United States and the State of Florida.

ARTICLE III

The initial number of shares of stock which the corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock with a par value of one dollar (\$1.00) per share. The Board of Directors may, as it deems necessary, establish new series of stock and set the relative rights and preferences among them. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or service at a just value to be fixed by the stockholders at a meeting duly convened to be held.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than two hundred (200) dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one (1) or more members, which number may be altered from time to time according to the By-laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President and any other officer which, to the Board of Directors, may seem expedient.

ARTICLE VI

The principal office of this corporation shall be located at 9008 Marlin Street, Cape Canaveral, FL 32920, or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The name and post office address of the original subscribers to these Articles of Incorporation, the incorporators, officers, and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the corporation By-laws, and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Guido A. Roncallo	200 So. Banana River Blvd. #2419 Cocoa Beach, FL 32931	President, Director, Incorporator, and Subscriber

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

The By-laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

ARTICLE X

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors.

ARTICLE XI

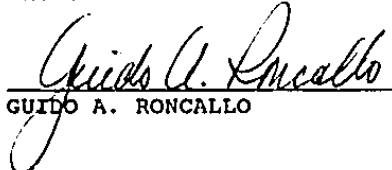
Every person who now is or hereafter shall become a Director, officer or agent of this corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding, of whatever nature, to which he is or shall be made a party by reason of having been a Director, officer or agent of the corporation (whether or not he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed upon him as such Director, officer or agent. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XII

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

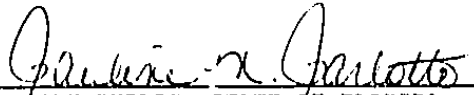
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these ARTICLES OF INCORPORATION, this 9 day of February, 1995.


GUIDO A. RONCALLO

STATE OF FLORIDA)
 : SS.
COUNTY OF BREVARD)

I heroby certify that on the 9th day of February, 1995, personally
appeared before me, an officer duly commissioned to administer oaths and take
acknowledgements, GUIDO A. RONCALLO, to me well known or who produced
FLDL R524-281-50 184 as identification, and known to me to be the
person who executed the foregoing Articles of Incorporation, and acknowledged
that he signed and executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Brevard
County, Florida, the day and year above written.


NOTARY PUBLIC, STATE OF FLORIDA
PAULINE M. PARLOTTO

My commission expires:
Serial/commission number:



OFFICIAL SEAL
Pauline M. Parlotto
My Commission Expires
Sept. 6, 1995
Comm. No. CC 221320

SECRET
TALLAHASSEE, FLORIDA
FEB 10 1995
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Global Ship Supplies, Inc., desiring to organize under the laws of the State of Florida, and with its principal office in the City of Cape Canaveral, County of Brevard, State of Florida, has named Guido A. Roncallo, located at 9008 Marlin Street, Post Office Box 346, Cape Canaveral, Florida 32920 as its agent to accept service or process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above Corporation, at the place designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Pauline M. Parrott
Witness

Guido A. Roncallo
GUIDO A. RONCALLO
Registered Agent
February 9, 1995
Date