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FILED
95 MAR 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARCH 20, 1995

To Whom It May Concern:

If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

5896 Azalea Street

Daytona Beach, FL 32127

800001442008
-03/28/95--01128--019
****122.50 ****122.50


JAMES GRENNLEY

! D. BROWN MAR 30 1995

ARTICLES OF INCORPORATION OF
Seabird Rail Inc.

ARTICLE I = NAME

The Name of this Corporation is Seabird Rail Inc.

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is
42 ELDA LANE PORT ORANGE FL 32127

The initial registered agent is JAMES J GRENLEY
whose address is 42 ELDA LANE PORT ORANGE FL 32127

The Corporation registered address is:

42 ELDA LANE PORT ORANGE FL 32127

ARTICLE VI = INITIAL BOAPD OF DIRECTORS

This corporation shall have no Directors.

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ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of
Incorporation is JAMES J GRENLEY
42 ELDA LANE PORT ORANGE FL 32127

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,
and the business and affairs of this corporation shall be managed under
the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy,
for each share of voting stock held. A majority of the outstanding
shares of the corporation entitled to vote, represented in person, or
by proxy, shall constitute a quorum at any meeting of the shareholders
for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in
the Florida General Corporation Act.

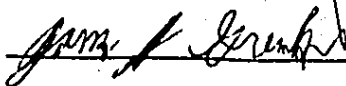
ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to
the full extent permitted by law.

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions
contained in these Articles Of Incorporation, and any right conferred
upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation on this date: MARCH 20, 1995



JAMES J GRENLEY



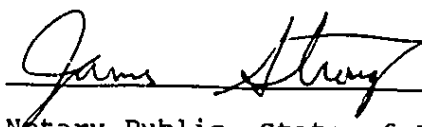
JAMES B. STRONG
MY COMMISSION # CC266308 EXPIRES
February 9, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF VOLUSIA ;

Before me, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared

JAMES J GRENLEY known by me to be the person who
executed the foregoing Articles of Incorporation and they acknowledged
before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and seal in the State
and County last aforesaid, this date: MARCH 20, 1995



Notary Public, State of Florida At Large:

My Commission Expires: 2-9-97

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED: FIRST -- Seabird Rail Inc.

DESIRING TO ORGANIZE OF QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PORT ORANGE
STATE OF FLORIDA HAS NAMED JAMES J GRENLEY
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

SIGNATURE

James J Grenley

REGISTERED AGENT: JAMES J GRENLEY

DATE: MARCH 20, 1995

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