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MEMBERS
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FEDERAL SOCIETY OF CPAs

January 5, 1996

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Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for Gandy Marine Center, Inc. Also enclosed is a check in the amount of \$122.50 for filing and a certified copy of the Articles. Please send the certified copies of the Articles of Incorporation to me, if possible, so that I may continue to help them file additional paperwork in a timely fashion. If it is not possible to send the copies to me as their CPA, then please forward them to the registered agent of each company.

Thank you for your assistance, and if you have any questions or need any additional information, please contact me.

Respectfully,

Lorraine F. Bird

Lorraine F. Bird, CPA

FILED STATE
SECRETARY OF CORPORATIONS
96 JAN -8 PM 4:37

LFB/bm
Enclosures

cf 1/11/96

EFFECTIVE DATE

01/05/96

ARTICLES OF INCORPORATION

OF

GANDY MARINE CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this corporation shall be Gandy Marine Center, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Florida Business Corporation Act, the Laws of the United States of America, or any other state, territory, county or nation.

III. TERM OF EXISTENCE

The corporation existence shall commence on January 5, 1996. The corporation shall exist perpetually.

IV. AUTHORIZED STOCK

The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

V. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office of the corporation is 10900 Gandy Boulevard, St. Petersburg, Florida 33702, and the initial mailing address of the corporation shall be the same.

VI. REGISTERED AGENT AND REGISTERED OFFICE

The address of this corporation's initial registered office is 10900 Gandy Boulevard, St. Petersburg, Florida 33702, and the name of its initial registered agent at said address is James Lane.

VII. BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person who must be a stockholder. The number of directors may be increased from time to time by the Bylaws adopted by the stockholder(s), but shall never be less than one person.

The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation in any form.

VIII. INITIAL DIRECTORS

The name and address of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

James Lane

10900 Gandy Boulevard
St. Petersburg, Florida 33702

IX. REGULATION OF INTERNAL AFFAIRS

Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors.

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholder(s), but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

X. INFORMAL ACTIONS OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. MEETINGS BY TELEPHONE CONFERENCE

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

XII. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST.

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

The fact that one or more of the directors of this corporation is interested in,

or serves as a director or an officer of another corporation; provided that the acts of any director so interested are in good faith, and each person who may become a director of his corporation is hereby relieved of any liability that may otherwise arise by reason of this contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

XIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

James Lane

10900 Gandy Boulevard
St. Petersburg, Fl. 33702

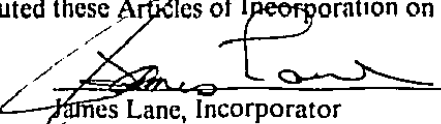
XIV. INTENTION OF THE INCORPORATOR

It is the intention of the incorporator of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

XV. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of stockholders eligible to vote thereon.

The undersigned has (have) executed these Articles of Incorporation on this 5th Day of January, 1996.


James Lane, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 4:37

FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida:

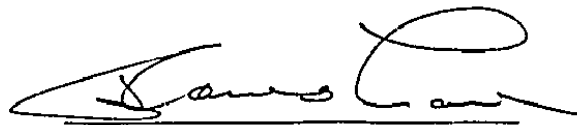
1. The name of the corporation is:

Gandy Marine Center, Inc.

2. The name and address of the initial registered agent and office are as follows:

James Lane
10900 Gandy Boulevard
St. Petersburg, FL 33702

3. Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Lane, Registered Agent