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February 1, 1996

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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: Merchant Ship Models, Inc.

Dear Sir or Madam:

6000017074915
-02/06/96--01056--002
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and our check for \$70.00.

FROM: Larry P. Studer, Esquire
630 North Bumby Avenue, Suite 210
Orlando, Florida 32803
(407) 894-9009
As attorney for incorporators

EFFECTIVE DATE
2-1-96

cc: Mr. Michael W. Wonderly

FEB 8 1996

ISA

FILED
96 FEB -5 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERCHANT SHIP MODELS, INC.

FILED

96 FEB -5 PH 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

EFFECTIVE DATE
2-1-96

The name of the Corporation is Merchant Ship Models, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 5022 Nadine Street, Orlando, Orange County, Florida 32807. This is also the mailing address of the Corporation.

ARTICLE III
DURATION

The Corporation shall have perpetual existence.

ARTICLE IV
PURPOSE AND POWERS

The purpose for which the Corporation is organized is to engage in any activity which may promote the interests of the Corporation or enhance the value of its property, to the fullest extent permitted by law.

The Corporation shall have all powers granted to business corporations under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The street address of the Corporation's initial registered office is 5022 Nadine Street, Orlando, Florida 32807, and the name of its initial registered agent is Mr. Michael W. Wonderly.

ARTICLE VI
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

The common shareholders shall have the right to vote on the issuance of additional shares of common stock. No additional shares of common stock shall be issued by the Corporation unless it has the consent of a majority of the common shareholders of then issued and outstanding shares.

The consideration to be paid for each share, whether money, property, or services, shall be fixed by majority vote of the common shareholders of then issued and outstanding shares.

ARTICLE VII
PREEMPTIVE RIGHTS GRANTED

Each holder of any of the shares of the capital stock of the Corporation, upon the issuance of any additional shares of the capital stock of the Corporation, shall be entitled to a preemptive right to purchase his prorata share thereof at the price at which the shares are offered to others.

ARTICLE VIII
DIRECTORS

The management of this Corporation shall be vested in a board of directors which shall consist of not less than one (1) and not more than seven (7) directors. Within these limits, the number of directors may be increased or decreased from time to time in the manner provided in the bylaws. The directors shall be elected in the manner provided in the bylaws. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one director. The name and street address of each member of the initial Board of Directors is as follows:

NAME	ADDRESS
Michael W. Wonderly	5022 Nadine Street Orlando, Florida 32807

ARTICLE X
INCORPORATORS

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

NAME	ADDRESS
M. chaol W. Wonderly	5022 Nadine Street Orlando, Florida 32807

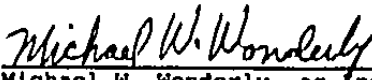
ARTICLE XI
AMENDMENT

The power to adopt, alter, amend and repeal the bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the bylaws must be approved by a majority of the shareholders of then issued and outstanding shares.

ARTICLE XII
COMMENCEMENT

Pursuant to FLA. STAT. §607.0203 (1994), the corporate existence shall commence at the time of the execution of the Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have subscribed my name to these Articles of Incorporation at Orlando, Florida, on this 1st day of February, 1996.


Michael W. Wonderly, as incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Merchant Ship Models, Inc.
2. The name and address of the registered agent and office is:

NAME	ADDRESS
Michael W. Wonderly	5022 Nadine Street Orlando, Florida 32807

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.

SIGNATURE

Michael W. Wonderly

DATE: February 1, 1996

FILED
96 FEB -5 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA