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Robert E. Rockwell
Carla S. Rockwell
1810 Saffold Park Drive
Ruskin, FL 33570

U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

April 1, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APR 1 1996
FBI
WASHINGTON, D.C.

Dear Sirs,

Enclosed please find one original and one copy of Articles of Incorporation for Sea-Rock Enterprises, Inc., the name for which was previously verified for availability, and a check for \$122.50.

Please return one certified copy to our accountant listed below.

Karen L. Brandon
1541 Chepacket Street
Brandon, FL 33511

Most Sincerely,

Robert E. Rockwell

Robert E. Rockwell

Carla S. Rockwell

Carla S. Rockwell

ARTICLES OF INCORPORATION
OF
SEA-ROCK ENTERPRISES, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: Sea-Rock Enterprises, Inc.

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in the movement of personal property of all kinds through wholesale and retail catalog distribution.

(b) To manufacture, purchase or otherwise dispose of, and to invest, trade, deal in and deal with, goods, wares, merchandise and real personal property of every class and description.

(c) To engage in any lawful enterprises, whether commercial, industrial or agricultural, calculated or signed to be profitable to this corporation, including but not limited to the carrying on of the business of retail and wholesale catalog distribution of goods.

(d) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

(e) To purchase, improve, rent, lease, own, mortgage, hold, manage, enjoy, maintain, sell, develop and subdivide real estate, and deal in real estate of every description.

(e) To both lend and borrow money, either with or without security when necessary for the transaction of its business.

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(g) To purchase, sell and transfer shares of its own capital stock.

(h) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder.

(i) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be five Hundred (500) shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property or in labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bond, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued, or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be \$500.00.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at 1810 Saffold Park Drive, Ruskin, FL 33570, but the corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Board of Directors

The business of this corporation shall be conducted by a president, vice president, secretary and treasurer, and by a Board of Directors consisting of not less than one (1) and not more than four (4) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject

to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified are:

NAME

ADDRESS

Robert E. Rockwell

1810 Saffold Park Drive
Ruskin, FL 33570

Carla S. Rockwell

1810 Saffold Park Drive
Ruskin, FL 33570

ARTICLE IX

Initial Officers

The names and street addresses of the initial officers of this corporation, who subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the Board of Directors for the election of permanent officers, or until their successors have been duly elected and qualified are:

NAME	ADDRESS
Robert E. Rockwell President AND Treasurer	1810 Saffold Park Drive Ruskin, FL 33570
Carla S. Rockwell Vice President AND Secretary	1810 Saffold Park Drive Ruskin, FL 33570

ARTICLE X

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are:

NAME

ADDRESS

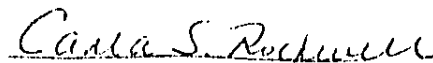
Robert E. Rockwell

1810 Saffold Park Drive
Ruskin, FL 33570


Robert E. Rockwell

Carla S. Rockwell

1810 Saffold Park Drive
Ruskin, FL 33570


Carla S. Rockwell

ARTICLE XI

Transactions with Corporation

No contract or other transaction between this corporation and any other corporation, and no contract or transaction of this corporation, shall in any way be affected

or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in any other corporation, or are directors or officers of any other

corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract of transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, not so interested.

ARTICLE XII

By-Laws

(a) The power to adopt by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions of requirements for the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation on contrary to the laws of the State of Florida or the United States.

ARTICLE XIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ARTICLE XIV

Designation of Resident Agent

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 Florida Statutes, the following is submitted, in compliance with said Act:

That Swan Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Riverview, County of Hillsborough, State of Florida, designates Carla S. Rockwell located at 1810 Saffold Park Drive, Ruskin, FL 33570, City of Ruskin, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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

By: Carla S. Rockwell
Carla S. Rockwell (Registered Agent)

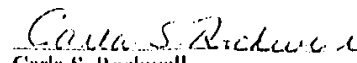
ARTICLE XV

Small Business Corporation

It is the intent of the subscribers to these Articles of Incorporation that this corporation be a Small Business Corporation for the purposes of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


Robert E. Rockwell


Carla S. Rockwell

COUNTY OF HILLSBOROUGH
STATE OF FLORIDA

BEFORE ME, the undersigned authority, on this 18th day of April, 1996,
personally appeared _____ to me well known to be the persons
described in and who signed the Articles of Incorporation and acknowledged to me that
they did the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:


NOTARY PUBLIC

CAROL G. RENARD
Notary Public, State of Florida
My Comm. Expires Dec 17, 1996
Comm. No. CC 247039