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9/16/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: NORTH ATLANTIC LINES INC
AUDIT NUMBER.....H96000012899
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 (!) PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
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3910A-42897
SEP 16 1996

ARTICLES OF INCORPORATION**OF****NORTH ATLANTIC LINES INC.**FILED
96 SEP 18 PM 4:18
CLERK OF DISTRICT COURT
JULIE
1996

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **NORTH ATLANTIC LINES INC.**

The principal place of business of this corporation shall be: 1825 Ponce De Leon Blvd.
Suite 199
Coral Gables, Fl 33134

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Elizabeth Vega 10103 S.W. 156th Ct.
Miami, Fl 33196

V/PRESIDENT: Steve Alexander 1825 Ponce De Leon Blvd.
Suite 199
Coral Gables, Fl 33134

Prepared by: Steve Alexander
1825 Ponce De Leon Blvd.
Suite 199
Coral Gables, Fl 33134
(305) 461-1299

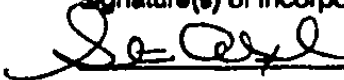
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Steve Alexander 1825 Ponce De Leon Blvd.
Suite 199
Coral Gables, Fl 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of September, 1996

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of Section 607.325, 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: NORTH ATLANTIC LINES INC.

2. The name and address of the registered agent and office is:

Steve Alexander 1825 Ponce De Leon Blvd., Suite 199
(P.O. BOX NOT ACCEPTABLE)

Coral Gables, FL 33134

(CITY/STATE/ZIP)

SIGNATURE

(Corporate officer)

TITLE

Vice President

DATE

09/16/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

Sept 16/96

REGISTERED AGENT FILING FEE: