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JOSEPH B. McFARLAND, P.A.
Attorney at Law

Facsimile
(813) 286-4168

Suite 750 • One Urban Centre
4830 West Kennedy Boulevard
Tampa, Florida 33609

Telephone
(813) 286-4288

September 27, 1996

Division of Corporations
Department of the State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
9-27-96

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Re: Surveyfert Shipping International Corporation

Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$ 122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

Joseph B. McFarland, P.A.

Joseph B. McFarland
Joseph B. McFarland
For the Firm

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:42

EFFECTIVE DATE
9-27-96

**ARTICLES OF INCORPORATION
OF
SURVEYFERT SHIPPING INTERNATIONAL CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is SURVEYFERT SHIPPING INTERNATIONAL CORPORATION.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4933 South 50th Street, Tampa, Florida 33619-9502

**ARTICLE III
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation. The period of the corporation's existence is perpetual.

**ARTICLE IV
BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) inspection of merchandise weight and quality; loading and freighting; transportation of merchandise, and

(2) engaging in any activity or business permitted under the laws of the United States and

the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 200 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares.

ARTICLE VI INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is Joseph B. McFarland, P.A., One Urban Centre, Suite 750, 4830 W. Kennedy Boulevard, Tampa, Florida 33609 and the name of the initial registered agent at that address is Joseph B. McFarland, Esq.

ARTICLE VII BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Fabrice Tardy
125 Route de la Bouille
76530 Mauny
France

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of the existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII **OFFICERS**

A. Officers of the Corporation shall consist of a President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be

prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Fabrice Tardy - President/Treasurer
Charles Lecomte - Secretary

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is:

Joseph B. McFarland
4830 W. Kennedy Boulevard #102A
Tampa, Florida 33609

ARTICLE XII INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, to the maximum intent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where

the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE X
MISCELLANEOUS

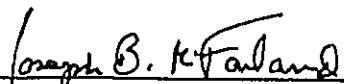
A. Other offices, Agencies and Branches

The Corporation may have other offices, agencies, or branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of September, 1996.



(Signature of Incorporator)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Joseph B. McFarland, to me personally known or provided _____ as identification, and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein

expressed.

WITNESS my hand and official seal at Tampa, Florida, this 27 day of September, 1996.



Sandra J. Beard
MY COMMISSION # CCST4024 EXPIRES
September 3, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

Sandra J. Beard
NOTARY PUBLIC
State of Florida at Large
My Commission expires: 9-3-00

FILED STATE
SECRETARY OF CORPORATIONS
96 SEP 30 PM 12:42
TAMPA FLORIDA

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: Sept. 27, 1996

Joseph B. McFarland
JOSEPH B. MCFARLAND

002/forma/articles.inc

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JOSEPH B. McFARLAND, P.A.
Attorney at Law

Facsimile
(813) 286-4168

Suite 750 • One Urban Centre
4830 West Kennedy Boulevard
Tampa, Florida 33609

Telephone
(813) 286-4288

April 28, 1997

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
The Capitol, PL-2
Tallahassee, Florida 32399

Re: Surveyfert Shipping International Corporation

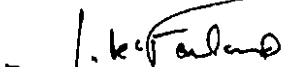
Dear Sir or Madam:

Please find enclosed the Articles of Amendment of Surveyfert Shipping International Corporation. Please note that there has been a name change. The old name was Surveyfert Shipping International Corporation. The new name is Surveyfert International Corporation. Also enclosed is check in the amount of \$35.00 for the filing fee.

Thank you for your attention to this matter.

Sincerely,

Joseph B. McFarland, P.A.



Joseph B. McFarland
For the Firm

Enclosures

cc: Darrell M. Lowe
Fabrice Tardy

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SH S/S
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 PM 2:39

FILED

**ARTICLES OF AMENDMENT
OF
SURVEYFERT SHIPPING INTERNATIONAL CORPORATION**

The following provisions of Articles of Incorporation of Surveyfert Shipping International Corporation are amended as follows:

1. The name of the corporation is changed. Article I is amended to read as follows:

**"ARTICLE I
NAME**

The name of this corporation is SURVEYFERT INTERNATIONAL CORPORATION."

2. Article II is amended to read as follows:

**"ARTICLE II
PRINCIPAL OFFICE**

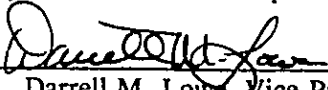
The principal place of business and mailing address of this corporation shall be:

4333 South 50th Street, Tampa, Florida 33619-9502"

3. The foregoing amendments were unanimously adopted by the Directors and the Shareholders of the corporation on the 4th day of April, 1997.

IN WITNESS WHEREOF, the undersigned Vice-President of this corporation has executed these Articles of Amendment this 22nd day of April, 1997.

Surveyfert International Corporation

By: 
Darrell M. Lowe, Vice-President

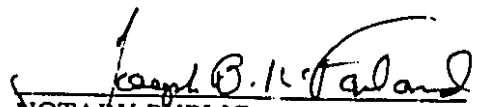
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**


I HEREBY CERTIFY that before me, the undersigned authority, this day appeared

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Darrell M. Lowe, to me personally known or provided _____
as identification, and who signed the foregoing Articles of Amendment, and who
acknowledged before me that he executed the same freely and voluntarily for the uses and
purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 22nd day of
April, 1997.


NOTARY PUBLIC
State of Florida at Large
My Commission expires:

 JOSEPH B. MCFARLAND
COMMISSION # CC325188
EXPIRES OCT 21, 1997
Bonded Through
ALAN INSURANCE SERVICES