

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 OCT -8 AM 9:48
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY BAK

WALK-IN Will Pick Up 10-8-1200

RE: G + K Marine Transport, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
G & K MARINE TRANSPORT, INC.

FILED
96 OCT -8 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is G & K MARINE TRANSPORT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock

of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 11 Chestnut Drive, Plant City, Florida, 33565. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida, 33523. The name of the initial registered agent of this corporation at that address is GLEN E. GREENFELDER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than one director.

The name and address of the initial Board of Directors of the corporation are:

GARY SHEPPARD
11 Chestnut Drive
Plant City, Florida 33565

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

GARY SHEPPARD
11 Chestnut Drive
Plant City, Florida 33565

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 4th day of

October, 1996.


GARY SHEPPARD

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GARY SHEPPARD, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

FL ID - 5163-297-45-423-0.

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 4th day of October, 1996.



LENA FAY McLEMORE
Commission CC 404220
Expires AUGUST 30, 1998
Alon Insurance Services
1-800-486-9040

Printed name:
Notary Public

Lena Fay McLemore

Commission:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That G & K MARINE TRANSPORT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11 Chestnut Drive, Plant city, Florida, 33565, has named GLEN E. GREENFELDER, whose address is 14217 Third Street, Dade City, Florida, 33523, as its agent to accept service of process within Florida.

DATED:

October 4, 1996

SIGNED:

Gary Sheppard
GARY SHEPPARD

FILED
96 OCT -8 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED:

Oct 7, 1996
Glen E. Greenfelder
GLEN E. GREENFELDER
Registered Agent