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ATTORNEY AT LAW

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TRIAL PRACTICE
ALL FLORIDA STATE
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November 21, 1996

Secretary of State, Division
of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

Re: Smitty's Ship Store, Inc.

800002014068--9
-11/26/96--01076--016
****122.50 ****122.50

Dear Sirs or Madams:

Enclosed please find the following:

1. Original and one copy of the executed Articles of Incorporation along with the Certificate Designating Agent and Acceptance thereto.
2. Our check in the amount of \$122.50, representing payment of the following:

Filing Fee	-	\$ 35.00
Certified Copy	-	52.50
Registered Agent	-	35.00

Kindly return the certified copy of said Articles in the self-addressed, stamped envelope provided.

Thank you for your attention hereto.

Very truly yours,

Robert L. Gardana

RLG/rmg
Encls.

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96 NOV 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KR

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96 NOV 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMITTY'S SHIP STORE, INC.**

WE, the undersigned, do hereby associate ourselves together and subscribe to these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida, and subject to the following provisions:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is **SMITTY'S SHIP STORE, INC.**, and it's principal office address is 727 So. Krome Avenue, Homestead, FL 33030. Other offices for the transaction of business may be located wherever the directors may deem necessary or expedient.

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 activity or business permitted under the laws of The United States and of the State of Florida.

ARTICLE IV - INITIAL CAPITAL

This Corporation shall begin business with a minimum capital in the amount of \$ 500.00, evidenced by an issue of 500 shares of stock with a \$ 1.00 par value.

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 prorata 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 AGENT AND ADDRESS

The name and address of the initial Registered Agent of this corporation is ROBERT L. GARDANA, ESQ., 44 West Flagler Street, Suite #2080, Miami, FL 33130.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors(s) constituting the initial Board of Directors, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM P. CROWLEY, JR.	Corporate Address
ROBIN CROWLEY	Corporate Address

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM P. CROWLEY, JR.	Corporate Address
ROBIN CROWLEY	" "


ARTICLE IX - INDEMNIFICATION

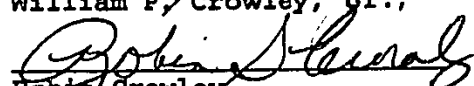
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved as Stockholders meeting by majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of October, 1996.



William P. Crowley, Jr.,


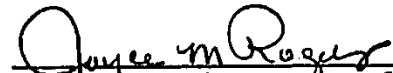
Robin Crowley

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the state and County set forth above, personally appeared WILLIAM P. CROWLEY, JR., and ROBIN CROWLEY, known to be and known by me personally to the persons who executed the forgoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this ____ day ____ of October, 1996.

My commission Expires: _____
____ Oath/No oath taken



Notary Public, State of Florida at Large
Joyce M. Rogers
Notary Public, State of Florida
Commission No. CC 517781
My Commission Expires 12/13/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT SMITTY'S SHIP STORE, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF HOMESTEAD, STATE OF FL, HAS NAMED
ROBERT L. GARDANA, ESQ. LOCATED AT 44 W. Flagler Street, Suite
2080, Miami, STATE OF Florida, AS ITS AGENT TO ACCEPT SERVICES OF
PROCESS WITHIN FLORIDA.

SIGNATURE


WILLIAM P. CROWLEY, JR.

TITLE Director

DATE

10/30/96

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
PERFORMANCE OF MY DUTIES.

SIGNATURE


ROBERT L. GARDANA, Reg.
Agent

DATE

11/21/96

FILED
96 NOV 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA