

JAN-08-1997

CONTRACT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SHELL CLEANING & REPAIR CORP.

AUDIT NUMBER.....H97000000258

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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EMPIRE CORPORATE KIT
ARTICLES OF INCORPORATION
OF
SHELLS CLEANING & REPAIRS CORP.

P.02/85

H97000000258

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
SHELLS CLEANING & REPAIRS CORP.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

9940 SW 38TH ST.

MIAMI, FLORIDA 33165,

and the name of the initial Registered Agent for the corporation at that address is MARIA FABIOLA FONTALVO.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

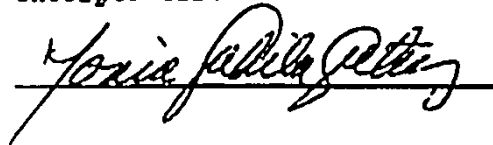
Rene J. Claravera, Acct. (305) 595-3030
P.O. Box 524238 Miami, FL 33152

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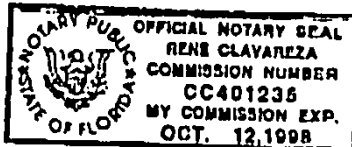
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 07TH day of JANUARY, 1997.

Incorporator:



The foregoing instrument was executed and acknowledged before me at Miami, County of Dade, State of Florida, this 07th day of January, 1997 by Maria Pabiola Pontalvo ("Incorporator"), who is personally known to me ~~XXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ and who ~~did~~/did not take an oath.

(SEAL)



Notary Public
State of _____
My Commission Expires: _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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