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LAW OFFICE OF
J. ROBERT BETHEL

43 JEAN LAFITTE
KEY LARGO, FLORIDA 33037

TELEPHONE/FAX
(305) 852-0504

January 9, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400002060804--4
-01/16/97--01096--009
*****70.00 *****70.00

RE: Articles of Incorporation of:
SEA SHELL SERVICES, INC.

Gentlemen:

Enclosed please find an original and one copy of
Articles of Incorporation and original and one copy of
Registered Agent form regarding the above-captioned
Corporation, together with funds in the amount of
\$70.00, representing payment as follows:

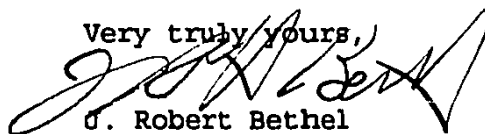
Filing fees \$35.00
Registered Agent Designation. 35.00

Total enclosed \$ 70.00

Kindly furnish this office with a certified copy
of the Articles of Incorporation when filed.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,


J. Robert Bethel

Enclosures

JAN 22 1997

FILED
97 JAN 16 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SEA SHELL SERVICES, INC

FILED

97 JAN 16 PM 1:00

be
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be SEA SHELL SERVICES, INC.
2. The corporation shall have a perpetual existence.
3. The purpose of the company shall be to transact any or all lawful business for which corporations may be incorporated under the Florida Corporations Act.
4. The number of shares which the corporation shall have authority to issue shall be:

1000 shares of common stock having a
par value of \$ 1.00 (one dollar) per share.

5. The name of the registered agent is J. Robert Bethel, Esquire. The street address of the corporation's registered office shall be 43 Jean Lafitte Drive, Key Largo, Florida 33037.

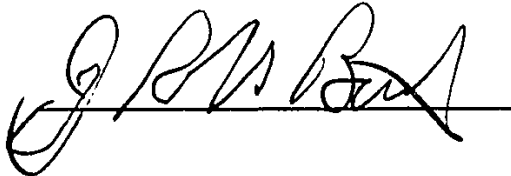
6. The address of the corporation's principal office shall be 1251 Brickell Avenue, 9th Floor, Miami, Florida 33131.

7.. The stockholders shall have pre-emptive rights.

8. The name and address of the initial incorporator shall be J. Robert Bethel, Esquire, 43 Jean Lafitte Drive, Key Largo, Florida 33037.

9. There shall be one (1) director constituting the initial board of directors, namely Renee Padilla, whose address is 1251 Brickell Avenue, 9th Floor, Miami, Florida 33131.

J. Robert Bethel, of full age, being duly sworn according to law, upon his oath, deposes and says that he is the incorporator of SEA SHELL SERVICES, INC. and that the information provided is true to the best of his knowledge and belief.



FILED

97 JAN 16 PM 1: 00

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. ROBERT BETHEL, ESQUIRE, 43 Jean Lafitte, Key
Largo, Florida, hereby accept the designation as
registered agent for SEA SHELL SERVICES, INC.

AGREED this 9th day of Jan, 1997.

J. Robert Bethel