

Pamela H. Chesebrough

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

January 15, 1997

RE: Incorporation - Popular Ports of Florida, Inc.

300002063913--1
-01/22/97--01039--008
****122.50 ****122.50

Dear Registrar:

Enclosed in duplicate are Articles of incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,

Pamela Chesebrough
Pamela Chesebrough

1/28

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION.

OF

Popular Ports of Florida, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Popular Ports of Florida, Inc.

The principal place of business of this corporation shall be:

200 Philippe Landing
Safety Harbor, Florida 34695

ARTICLE II - NATURE OF BUSINESS

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

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TALLAHASSEE FLORIDA

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Abd Rassas
9 Galaxia Street, 2nd Floor
New Kosmos, Athens
Greece 11745

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of Incorporation is:

Abd Rassas
9 Galaxia Street, 2nd Floor
New Kosmos, Athens
Greece 11745

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1997.

Signature of Incorporator:

[Signature]

State of Florida

City of Largo

The foregoing instrument was acknowledged before me this 14th day of January, 1997 by Abd Rassas of Popular Ports of Florida, Inc. who is personally known to me or who has produced a Egyptian travel document as identification and who did take an oath.



[Signature]
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Popular Ports of Florida, Inc.
2. The name and address of the registered agent and office is:

Pamela H. Chesebrough
350 Gulf Boulevard
Indian Rocks Beach, Florida 33785

Signature: 

Title: President

Date: January 14, 1997

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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature Pamela Chesebrough
(Registered Agent)

Date January 14, 1997

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TALLAHASSEE FLORIDA