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FROM: PETER J. JAENSCH, P.A.
ACCT#: 105065002440
CONTACT: P.
CHRISTOPHER JAENSCH
PHONE: (941)366-9841
FAX #: (941)923-8356

NAME: TRADEWINDS OVERSEAS,
INC.

AUDIT
NUMBER.....H97000002419
DOC

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

CERT. OF STATUS..0
PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
TRADEWINDS OVERSEAS, INC.**

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ARTICLE I - Name

The name of the corporation is **TRADEWINDS OVERSEAS, INC.**

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's principal office is 115 Spyglass Alley, Cape Haze, FL 33946.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the Initial Registered Office is 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail Ste#303
Sarasota, Florida 34239
Florida Bar #: 72044

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ARTICLE VII - Initial Board of Directors

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Stephen Maylan
115 Spyglass Alley
Cape Haze, FL 33946

Linda Maylan
115 Spyglass Alley
Cape Haze, FL 33946

ARTICLE VII - Incorporator

P. Christopher Jaensch
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

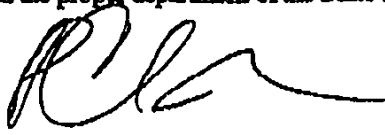
ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of February, 1997.


P. Christopher Jaensch

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


P. Christopher Jaensch

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**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 TRADEWINDS OVERSEAS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN CAPE HAZE, STATE OF FLORIDA, HAS NAMED P. CHRISTOPHER
JAENSCH, LOCATED AT 3400 SOUTH TAMiami TRAIL, SUITE 303, CITY OF SARASOTA,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE: 

(CORPORATE OFFICER)

TITLE: Corp. CounselDATE: 2/10/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE: 

P. CHRISTOPHER JAENSCH

DATE: 2/10/97

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