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ROBERTO R. RUELO

ATTORNEY AT LAW
10409 ASHWOOD DRIVE
TAMPA, FLORIDA 33624-1152

813/063-7648
FAX 813/063-7840

*ALSO ADMITTED IN ILLINOIS

FILED
97 FEB 17 AM 10:44
TALLAHASSEE, FLORIDA

February 10, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/18/97--01041--005
****122.50 ****122.50

Re: International Seafarer's Services, Inc.

Sirs/Mesdames:

On behalf of the above named for profit entity, I enclose for filing, in duplicate, its articles of incorporation, together with a \$122.50 check as filing fee, designation of registered agent, and certified copy.

The name "International Seafarer's Services" is currently registered as a fictitious name by Edgar B. Ibanez, as shown by the attached copy of your certificate dated August 7, 1995. Mr. Ibanez now desires to incorporate his business using the name "International Seafarer's Services, Inc."

Should there be any questions, or if you need anything further in connection with this filing, please let me know. Thank you.

Sincerely,


Roberto R. Ruelo

Enclosures

cc: Edgar B. Ibanez (w/ encl.)

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL SEAFARER'S SERVICES, INC.

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

ARTICLE I - NAME

The name of the corporation shall be INTERNATIONAL SEAFARER'S SERVICES, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are: (1) to engage in the business of money transmitter under Chapter 560, Florida Statutes; and (2) to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE;
INITIAL REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 2901 North Dale Mabry Highway, # 1106, Tampa, FL 33607, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 2901 North Dale Mabry Highway, # 1106, Tampa, FL 33607, and the name of its initial registered agent at such address is Edgar B. Ibanez.

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ARTICLE VIII - INITIAL DIRECTOR; INCORPORATOR; SHAREHOLDER

The corporation shall have one director initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director, incorporator, and shareholder are:

Edgar B. Ibanez, 2901 North Dale Mabry Highway, # 1106, Tampa, FL 33607.

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned has executed these Articles of Incorporation this 8th day of February, 1997, at Tampa, Florida.

x _____
EDGAR B. IBANEZ

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida: The name of the corporation is INTERNATIONAL SEAFARER'S SERVICES, INC.; the name and address of the registered agent and office is Edgar B. Ibanez, of 2901 North Dale Mabry Hwy, #1106, Tampa, Florida 33607.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 8, 1997.

x _____
EDGAR B. IBANEZ
Registered Agent

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TALLAHASSEE, FLORIDA