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NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD

SUITE 1200
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May 5, 1997

WILL A. NASON (1924-1979)

ALAN L. ARMOUR II
CRAIG S. BARNETT
GARY N. GERSON
ELAINE JOHNSON JAMES
JEFFREY B. KAHN

DOMENICK R. LIOCE
NATHAN E. NASON
MARK A. PACHMAN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

FEDERAL EXPRESS

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

RE: Gilmau Shipping Corp.

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
Total	<u>\$122.50</u>

100002167911--2
-05/06/97--01103--010
****122.50 ****122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

5512 N.W. 10th Ave.
Ft. Lauderdale
33309

Very truly yours,

NASON, YEAGER, GERSON, WHITE
& LIOCE, P.A.

John White II
John White II

Enclosures

cc Gilmau Shipping Corp. (with enclosures)

H:\05PEND\CLC\SecState\ArticlesOfInc-Gilmau.JW

MAY 9

W97-10544

Georgina Popham GAVE
AUTHORIZATION BY PHONE TO
CONTACT *Principle Office Address:*
Director's Address
DATE *5/12/97*
DOCT *BSB*

97 MAY -6 AM 10:00
FILED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GILMAU SHIPPING CORP.

FILED
97 MAY -6 AM 10:00
STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

GILMAU SHIPPING CORP.

ARTICLE II

ADDRESS

The principal office of the corporation is:

5512 N.W. 10th Avenue
Fort Lauderdale, FL 33309

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

John White II

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

John White II

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individuals who are to serve as the initial directors of this

Corporation are:

Name

Street Address

Maury L. Spencer


5512 N.W. 10th Avenue
Fort Lauderdale, FL 33309

Gilbert Spencer

5512 N.W. 10th Avenue
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this

5th day of May, 1997.


_____, Incorporator
John White II

FILED

97 MAY -6 AM 10:00

DESIGNATION AND ACCEPTANCE

STATE
TALLAHASSEE, FLORIDA

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Gilmau Shipping Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named John White II located thereat as its registered agent to accept service of process within this State.

By:


John White II, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:


John White II, Registered Agent