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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -6 PM 12:01

September 30, 1997

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

Re: SEAWAY HOLDING CO., INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00

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Total	\$122.50
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

*Nathaniel L. Barone, Jr.*  
Nathaniel L. Barone, Jr.

NLB/mda  
Enclosures

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-10/06/97-01134-008  
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D. BROWN OCT - 7. 1997

**ARTICLES OF INCORPORATION  
OF**

**SEAWAY HOLDING CO., INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is **SEAWAY HOLDING CO., INC.**

2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office of the corporation is **250 BIRD ROAD, SUITE 302, CORAL GABLES, FL 33146-1424**. The mailing address of the corporation is **250 BIRD ROAD, SUITE 302, CORAL GABLES, FL 33146-1424**.

3. SHARES. The number of shares the corporation is authorized to issue is 1000 shares, \$1.00 par value.

4. INITIAL REGISTERED OFFICE AND AGENT. The name and street of the initial registered agent and office of the corporation is:

**N.L. BARONE**

**250 BIRD ROAD, SUITE 302**

**CORAL GABLES, FL 33146**

5. INCORPORATORS AND INITIAL DIRECTOR. The name and address of the incorporator and initial director is:

**N.L. BARONE**

**250 BIRD ROAD, SUITE 302**

**CORAL GABLES, FL 33146-1424**

6. PURPOSE. The purpose of this corporation is to engage in any and all lawful business purpose allowed under the laws of the State of Florida and the United States of America.

7. MEETING BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in special, regular, and annual meetings of the Board of Directors by means of conference telephone or other similar communications equipment as provided by law.

8. INDEMNIFICATION. The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set forth and provided for in the bylaws of this corporation and pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

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9. AMENDMENT OF ARTICLES AND BYLAWS. The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the directors by a majority vote.

10. INFORMATION ACTION OF DIRECTORS AND SHAREHOLDERS. If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a regular meeting of the Board of Directors or Shareholders.

11. DIRECTOR CONFLICT OF INTEREST.

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

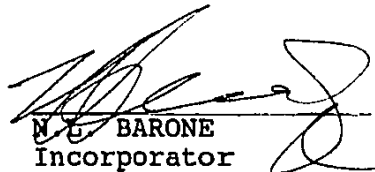
1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

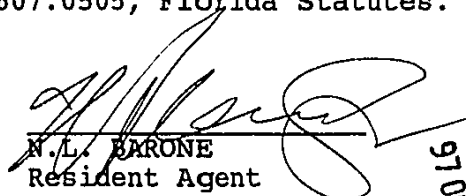
3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation this 1st day of  
October, 1997.

  
N.L. BARONE  
Incorporator

Having been named as resident agent for the above-stated  
corporation, 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 607.0505, Florida Statutes.

  
N.L. BARONE  
Resident Agent

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