

DRUCILLA E. BELL, P.A.

Attorney and Counselor at Law

210 Windward Passage
Clearwater, Florida 33767-2237 USA
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October 7, 1997

The Honorable Sandra B. Mortham
Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-10/20/97--01095--013
****122.50 ****122.50

RE: Port Holding, Inc.

Dear Secretary Mortham:

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	<u>35.00</u>
Total	122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned via the enclosed envelope.

Your prompt attention to this matter is appreciated.

Sincerely yours,

Drucilla E. Bell
Drucilla E. Bell
For the Firm

Enclosure

DEB:tim

FILED
97 OCT 20 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
10/21/97

ARTICLES OF INCORPORATION


FILED
97 OCT 20 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

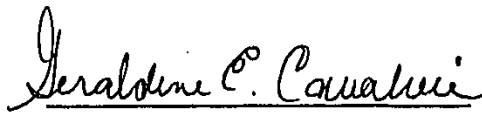
The undersigned acting as Incorporators of a corporation under the Florida Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is Port Holding, Inc.
2. Principal Office/Mailing Address. The principal office of the corporation is 312 Leeward Island, Clearwater, Florida 33767. The mailing address is the same.
3. Shares. The number of shares the corporation is authorized to issue is one thousand (1,000) shares.
4. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is
Drucilla E. Bell, P.A.
210 Windward Passage
Clearwater, Florida 33767-2237
6. Incorporator. The name and address of each Incorporator is

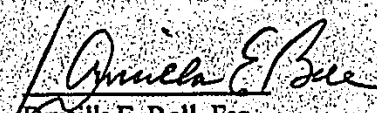
:	Theodore Cavaliere	Geraldine E. Cavaliere
	312 Leeward Island	312 Leeward Island
	Clearwater, Florida 33767	Clearwater, Florida 33767

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


Theodore Cavaliere, Incorporator


Geraldine E. Cavaliere, 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 obligations of Section 607.0505, Florida Statutes (1996).


Drucilla E. Bell, Esq.
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA