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ACCOUNT NO. : 072100000032

REFERENCE : 588370 118429A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

FILED
97 NOV -4 PM 12:12
TALLAHASSEE, FLORIDA

ORDER DATE : November 4, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 588370-005

CUSTOMER NO: 118429A

CUSTOMER: Steven P. Lee, Esq
STEVEN P. LEE, ESQ

1699 Coral Way, Suite 502
Miami, FL 33145

RECEIVED
97 NOV -4 AM 11:20
DIVISION OF CORPORATION

DOMESTIC FILING

500002337455--1

NAME: SEA-BARGE LINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF SEA-BARGE LINE, INC.

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We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be SEA-BARGE LINE, INC.

ARTICLE II
PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation shall include, without limitation, the following:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own

capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. To engage in the business of intermodal freight transportation.

G. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 200,000 shares of no par value.

ARTICLE IV

CAPITAL

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

ARTICLE V

DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of this corporation shall be located at 14637 Beach Boulevard, Jacksonville, Florida 32250, County of Duval, State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than 1 and not more than 3 members.

ARTICLE VIII

DIRECTORS

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS
Michael D. Shea	14637 Beach Boulevard Jacksonville, FL 32250

ARTICLE IX

REGISTERED AGENT

The registered agent and the registered office for this corporation is:

Steven P. Lee, Esq.
1699 Coral Way, Suite 502
Miami, Florida 33145

ARTICLE X

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, is as follows:

NAME	ADDRESS
Michael D. Shea	14637 Beach Blvd. Jacksonville, FL 32250

ARTICLE XI

OFFICERS

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Michael D. Shea	-	President
Tom W. Brown	-	Secretary
Phillip V. Bates	-	Asst. Secretary
Robert Leetch	-	Treasurer
Jorge Lora	-	Asst. Treasurer

ARTICLE XII

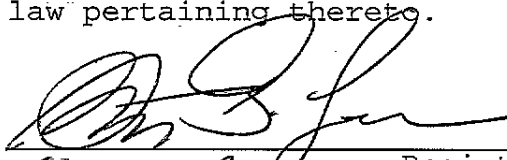
ELECTIONS

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the stockholders at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


STEVEN P. LEE Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Michael D. Shea

Michael D. Shea, Subscriber

STATE OF FLORIDA
COUNTY OF DADE

I hereby certify that on this day personally appeared to me Michael D. Shea, well known to be the same person(s) described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

Sworn to and subscribed before me this 3 day of November, 1997. Affiant has produced Florida driver's license as identification and did take an oath.



NOTARY PUBLIC

State of Florida at Large

My commission expires:

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate of Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

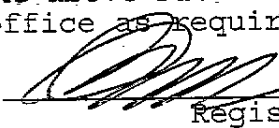
The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SEA - BARGE LINE, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 14637 Beach Boulevard in the City of Jacksonville, County of Duval, State of Florida, has named Steven P. Lee, Esq., 1699 Coral Way, Suite 502, Miami, Florida 33145, as its agent to accept service of process within this State.

DIRECTORS:

NAME	TITLE	ADDRESS
Michael D. Shea	President	14637 Beach Boulevard Jacksonville, FL 32250
Tom W. Brown	Secretary	14637 Beach Boulevard Jacksonville, FL 32250
Phillip V. Bates	Asst. Secretary	14637 Beach Boulevard Jacksonville, FL 32250
Robert Leetch	Treasurer	14637 Beach Boulevard Jacksonville, FL 32250
Jorge Lora	Asst. Treasurer	14637 Beach Boulevard Jacksonville, FL 32250

ACCEPTANCE: I agree as Resident Agent to accept Service of Process: to keep my office open during prescribed hours; and to post my name (and any Officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Registered Agent

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DEPT. OF STATE
TALLAHASSEE, FLORIDA