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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION
CONTACT: ALICIA M ROBINSON
PHONE: (305)377-3352

ACCT#: 075512003036

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NAME: SEA-BARGE AGENCIES, INC.

AUDIT NUMBER.....H97000018483

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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TALLAHASSEE, FLORIDA

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ROBINSON & WATKINS, LLP

Attorneys at Law

Courvoisier Centre I, Suite 504

501 Brickell Key Drive

Miami, Florida 33131

Fax Cover Sheet

Date: November 6, 1997

To: Secretary of State

Phone:

Electronic Filings

Fax: (850) 922-4000

From: WESLEY M. ROBINSON, P.A.

Phone: (305) 377-3352

Fax: (305) 377-1422

Re: Sea-Barge Agencies, Inc.

We are having trouble printing the cover page of the filing for the above referenced corporation. Please file the Articles and send back the confirmation sheet. Thank you. Alicia M. Robinson, Legal Assistant.

No. of pages: 8 (including cover).

This facsimile contains privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this facsimile is not the intended recipient of the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by phone and return the original facsimile to us at our address above via the U.S. Postal Service. Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEA-BARGE AGENCIES, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a professional service corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be SEA-BARGE AGENCIES, INC.

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Capital Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

-1-

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Per Value/ Per Share</u>
Common Stock	100	\$1

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Wesley M. Robinson, Esq.
Robinson & Watkins LLP
501 Brickell Key Drive
Suite 504
Miami, Florida 33131

ARTICLE V.

Term of Corporate Existence

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

ARTICLE VI.

Preemptive Rights Granted

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Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII.

Address of Principal Office, Registered
Office and Registered Agent

The street address of the principal office of this Corporation is: 14637 Beach Boulevard in the city of Jacksonville, County of Duval, State of Florida. The street address of the corporation's registered office is 501 Brickell Key Drive, Suite 504, Miami, Florida 33131. The name of the registered agent of the Corporation at the above address shall be Wesley M. Robinson, Esq. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VIII.

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

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Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
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ARTICLE IX.

Initial Board of Directors

The names and street addresses of the members of the Board of Directors of this Corporation, who shall hold office until the annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Michael D. Shea
14637 Beach Boulevard
Jacksonville, Florida 32250

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

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Miami, Florida 33131
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ARTICLE XII.

Indemnification of Directors

and Officers

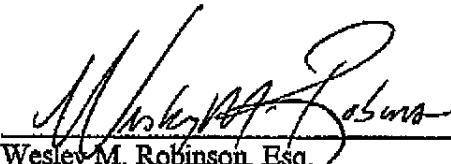
The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 6th day of November, 1997.


Wesley M. Robinson, Esq. (SEAL)

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STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this
6th day of November, 1997, by Wesley M. Robinson, Esq., who is personally known to me (Yes)
(No) or who produced _____ as identification. Type of ID produced _____



Stacey C Larrabee
My Commission C0638130
Expires April 13, 2001

Stacey C. Larrabee
Notary Public
State of Florida at Large
STACEY C. LARRABEE
Printed Named of Notary Public
My Commission Expires:

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Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

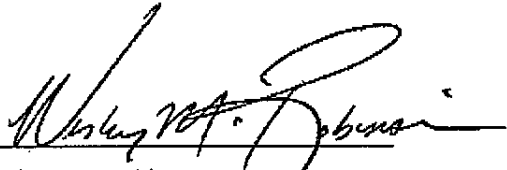
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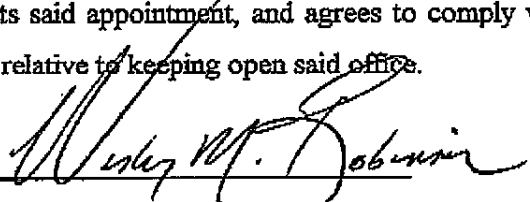
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

SEA-BARGE AGENCIES, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its initial Registered Office and has named Wesley M. Robinson, Esq., located at said address as its initial Registered Agent.

By: 
Wesley M. Robinson, Esq., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 
Wesley M. Robinson, Esq., Registered Agent

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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