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FLORIDA DIVISION OF CORPORATIONS
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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT ACCT#: 076077000355
CONTACT: ANNE ELLIS
PHONE: (813)223-7000 FAX #: (813)229-4133

NAME: NEPTUNE WAREHOUSE, INC.
AUDIT NUMBER.....H98000007282
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ARTICLES OF INCORPORATION
OF
NEPTUNE WAREHOUSE, INC.

98 APR 17 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Neptune Warehouse, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415.

ARTICLE III

Shares

The corporation shall have authority to issue Ten Thousand (10,000) common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415, and the name of its initial registered agent at that address is William B. Reichel.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

William B. Reichel

4524 Gun Club Road, Suite 212
West Palm Beach, Florida 33415

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Hunter J. Brownlee, Esq.

Carlton Fields

P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000/Fax: 813-229-4133

Fla. Bar No.: 066583

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ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address are:

Name

Address

William B. Reichel

4524 Gun Club Road, Suite 212
West Palm Beach, Florida 33415

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 16 day of April 1998.



William B. Reichel, Incorporator

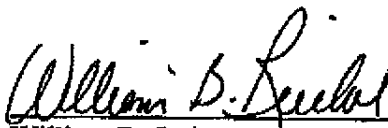
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 16 day of April 1998.



William B. Reichel, Registered Agent

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