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May 13, 1998

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-05/18/98-01070-005
***122.50 ***122.50

RE: Articles of Incorporation and Certificate of Incorporation for
BARCLAY CARIBBEAN SHIPPING COMPANY

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above
referenced corporation. I have enclosed a check for \$122.50 for the
following:

\$35.00	Filing fee
\$35.00	Registered Agent Designation fee
\$52.50	Florida Certificate of Incorporation

I have enclosed a stamped, self addressed express envelope for the
completed documents return.

If you have any questions or comments, please do not hesitate to
contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,


James E. C. Perry

JECP/cms
Enclosures

Dmc
5-21-98

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FILED
98 MAY 18 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

FILED

98 MAY 18 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BARCLAY CARIBBEAN SHIPPING COMPANY

Pursuant to the Florida General Corporation Act, **BARCLAY CARIBBEAN SHIPPING COMPANY** adopts the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of this corporation is **BARCLAY CARIBBEAN SHIPPING COMPANY**.

ARTICLE TWO - DURATION

The period of its duration for this corporation is perpetual.

ARTICLE THREE - PURPOSE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of common stock class, with a One Dollar (\$1.00) par value per share.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of this corporation is **BARCLAY CARIBBEAN SHIPPING COMPANY**, 3910 W. Washington Street, Orlando, Florida 32805, and the initial registered agent of the corporation at this address is **PEDRO A. BARCLAY**.

ARTICLE SIX - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is:

3910 W. Washington Street
Orlando FL 32805

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time

to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The names and addresses of the initial directors of this corporation are:

PEDRO A. BARCLAY 3910 W. Washington Street, Orlando FL 32805

NEIL E. BARCLAY 3910 W. Washington Street, Orlando FL 32805

ARTICLE EIGHT - INCORPORATORS

The names and address of the Incorporators signing these Articles of Incorporation are:

PEDRO A. BARCLAY 3910 W. Washington Street, Orlando FL 32805

ARTICLE NINE - INDEMNIFICATION

The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE TEN - RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this corporation are set forth in a stock transfer agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of May 1998.


PEDRO A. BARCLAY

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 14th day of May, 1998, by PEDRO A. BARCLAY who is [X] personally known to me, or [] who has produced _____ as identification and who did ~~(did not)~~ take an oath.

Signature: Christine M. Smith
Print Name: _____
Commission No. _____
Commission Expires: _____




ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of BARCLAY CARIBBEAN SHIPPING COMPANY


PEDRO A. BARCLAY

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waive any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of BARCLAY CARIBBEAN SHIPPING COMPANY.


PEDRO A. BARCLAY

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TALLAHASSEE, FLORIDA