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Allen C.D. Scott, II
Kolly Elizabeth Scott

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May 22, 1998

EFFECTIVE DATE
5/22/98

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Sailor's Exchange, Inc.

600002535406--3
-05/26/98--01092--010
****122.50 ****122.50

Gentlemen:

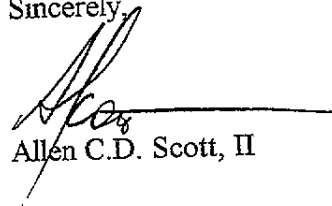
Enclosed herewith please find the original together with one fully executed copy of the Articles of Incorporation for Sailor's Exchange, Inc.

I have also enclosed my check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and returning a certified copy to me at your earliest convenience.

Sincerely,


Allen C.D. Scott, II

FILED
98 MAY 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl. as stated

TA-5/28/98

ARTICLES OF INCORPORATION

OF

SAILOR'S EXCHANGE, INC.

EFFECTIVE DATE

5/22/98

The undersigned subscriber, a natural person competent to contract, desires to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is:

SAILOR'S EXCHANGE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign or transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this corporation shall have and may exercise all the powers now and hereinafter conferred by the laws of the State of Florida and acts mandatory thereof and supplemental thereto upon corporations formed under the laws of said State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (5,000), all of one class, namely common stock, and the par value of each such share is One Dollar (\$ 1.00) amounting in the aggregate to Five Thousand Dollars (\$5,000.00).

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration of the corporation thereafter shall be perpetual, unless sooner terminated in accordance with the law.

ARTICLE VI. PRINCIPAL OFFICE MAILING ADDRESS AND REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is 99 Orange Street, St. Augustine, Florida 32084; the mailing address of the corporation is 99 Orange Street, St. Augustine, Florida 32084 and the name of its initial resident agent at its registered office address is Allen C.D. Scott, II.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be changed from time to time by the by-laws, adopted by the stockholders, but shall never be less than one (1) or more than four (4).

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the initial director is as follows:

Allen C.D. Scott, II.
99 Orange Street
St. Augustine, Florida 32084

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

Allen C.D. Scott, II.
99 Orange Street
St. Augustine, Florida 32084

ARTICLE X. PREEMPTIVE RIGHTS

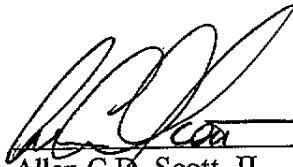
Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or right to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or any amendment thereof or Out of shares of stock of the corporation acquired by it after the issuance thereof and whether issued for cash, labor done, personal property, or real property or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

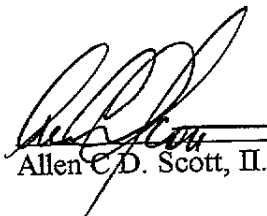
IN WITNESS WHEREOF, the undersigned, being the subscriber hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 607, Florida Statutes, has signed and acknowledged the Articles of Incorporation at St. Augustine, St. Johns County, Florida, this 22nd day of May A.D., 1998.


Allen C.D. Scott, II.

ACCEPTANCE OF RESIDENT AGENT

I, Allen C.D. Scott, II, having been named to accept the service of process for Sailor's Exchange, Inc., certify that I am a permanent resident of Putnam County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED at St. Augustine, St. Johns County, Florida, this 22nd day of May, A.D., 1998.

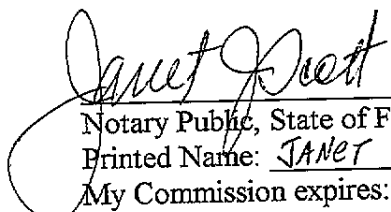

Allen C.D. Scott, II.

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98 MAY 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ALLEN C. D. SCOTT, II, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at Hastings, St. Johns County, Florida, this 22nd day of May, A.D., 1998.


Notary Public, State of Florida
Printed Name: JANET J. Scott
My Commission expires: _____

OFFICIAL NOTARY SEAL
JANET J SCOTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC662844
MY COMMISSION EXP. JULY 10, 2000