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99 MAR 29 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

400002822554--4
-03/29/99--01140--011
***122.50 ***78.75

Re: Sea Express, inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,



Carl R. Goutell
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

(904) 427-3769

PK 3/31/99 ✓

ARTICLES OF INCORPORATION
OF
SEA EXPRESS, INC.

FILED

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The Undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SEA EXPRESS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the corporation is:

1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

Cari R. Goutell
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation are as follows:

Carl R. Goutell
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

Janel S. Motichka
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

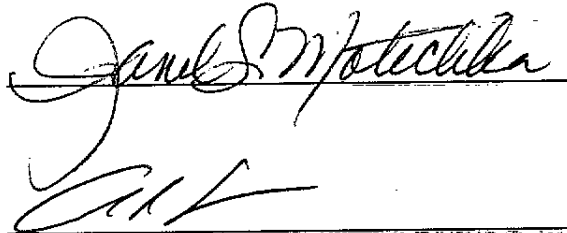
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Carl R. Goutell
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

Janel S. Motichka
1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

The undersigned incorporators have executed these Articles of Incorporation this 25th of MARCH, 1999

The block contains two handwritten signatures. The top signature is in cursive and appears to read 'Janel S. Motichka'. The bottom signature is also in cursive and appears to read 'Carl R. Goutell'. Both signatures are written over horizontal lines.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sea Express, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

1371 Jane Lacey Ln.
New Smyrna Beach, FL 32168

has named Carl R. Goutell, located at the same address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.



(Signature)

3/25/99

(Date)