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BRUCE E.
SHEMROCK, ESQ.

ATTORNEY AT LAW

TRANSMITTAL LETTER

July 19, 1999

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

500002940595-3

-07/23/99-01097-011

*****78.75 *****78.75

RE: FLORIDA FERRIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certificate.

FROM: Bruce E. Shemrock, Esq.
2701 West Oakland Park Blvd, Suite 100
Ft Lauderdale, FL 33311
DAYTIME TELEPHONE NUMBER: 954.453.3368

Please use the address below for all correspondence:

Sincerely,


Bruce E. Shemrock, Esq.

99 JUL 23 AM 9:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2701 WEST OAKLAND PARK BLVD, SUITE 100 V FT LAUDERDALE, FLORIDA V 33311
PHONE: 954.453.3368 V FAX: 954.453.3193
email: bshemrock@kamtel.net

**ARTICLES OF INCORPORATION
OF
FLORIDA FERRIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA FERRIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3045 N Federal Highway
Ft Lauderdale, FL 33306

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

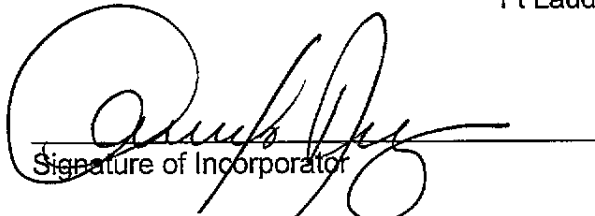
The name and Florida street address of the initial registered agent are:

Bruce E. Shemrock, Esq.
2701 W. Oakland Park Blvd, Suite 100
Ft Lauderdale, FL 33311

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

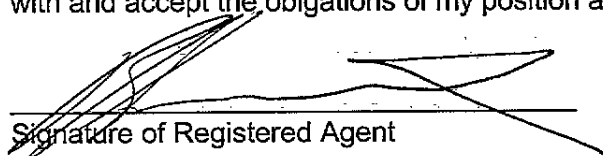
Armando Ruiz
3045 N Federal Highway
Ft Lauderdale, FL 33306



Signature of Incorporator

July 19, 1999

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



Signature of Registered Agent

July 19, 1999

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