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\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
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October 13, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Southern Seas, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: Mr. Donald L. Brown

FILED  
99 OCT 15 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-20  
KC

**ARTICLES OF INCORPORATION**

**OF**

**SOUTHERN SEAS, INC.**

FILED  
99 OCT 15 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is SOUTHERN SEAS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 2605 Thomas Drive, Suite 225, Panama City Beach, Florida 32408. The registered agent for this corporation is Timothy J. Sloan, 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either

increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

DONALD L. BROWN  
2605 Thomas Drive, Suite 225  
Panama City Beach, FL 32408

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is DONALD L. BROWN, whose address is 2605 Thomas Drive, Suite 225, Panama City Beach, Florida 32408.

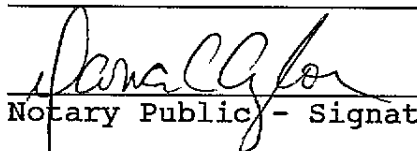
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of October, 1999.



DONALD L. BROWN  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 13<sup>th</sup> day of October, 1999, by DONALD L. BROWN, who is personally known to me or who has produced as identification.



(SEAL)  
Notary Public - Signature

Notary Public - Printed Name

Commission Number and  
Expiration Date



Dana C Aylor  
My Commission CC648398  
Expires May 19, 2001

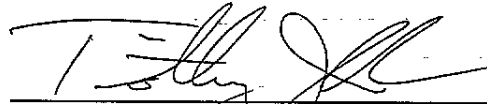
**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

**OF**

**SOUTHERN SEAS, INC.**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 13<sup>th</sup> day of October, 1999.

  
TIMOTHY J. SLOAN  
Registered Agent

FILED  
99 OCT 15 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA