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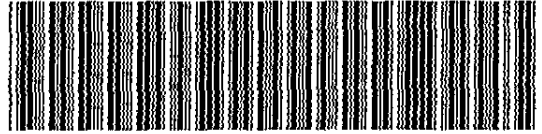
(Business Entity Name)

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FILED  
03 MAY 19 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5/19/03



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May 15, 2003

VIA OVERNIGHT DELIVERY

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
(850) 488-9000

Re: RS Marine Investments Corp.

Dear Sir:

Enclosed for filing are the Articles of Incorporation on behalf of the above referenced corporation. Also enclosed is a check in the amount of \$70.00 made payable to the Florida Department of State in payment of the filing fee.

If you have any questions or if I may be of further assistance, please contact me at (305) 461-2440 extension 27.

Sincerely,

Clara L. Diaz  
Paralegal

C.L.D.  
Enclosures  
cc: Rosa E. Schechter (w/o encl)

ARTICLES OF INCORPORATION  
OF  
RS MARINE INVESTMENTS CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be RS MARINE INVESTMENTS CORP.

ARTICLE II - PRINCIPAL OFFICE OF CORPORATION

The initial mailing address of the Corporation shall be 550 Biltmore Way, Suite 1110, Coral Gables, FL 33134.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

550 Biltmore Way  
Suite 1110  
Coral Gables, FL 33134

and the name and address of the initial registered agent of this corporation are:

Rosa Eckstein Schechter, Esq.  
550 Biltmore Way

Suite 1110  
Coral Gables, FL 33134

ARTICLE VI - COMMENCEMENT

This corporation shall commence at the time of the filing of these Articles of Incorporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

Rodolfo Stern  
550 Biltmore Way  
Suite 1110  
Coral Gables, FL 33134

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Rosa Eckstein Schechter, Esq.  
550 Biltmore Way  
Suite 1110  
Coral Gables, FL 33134

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

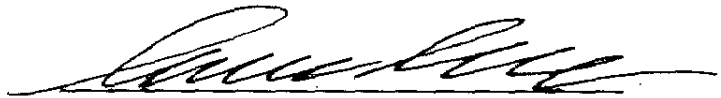
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 15th day of May, 2003.



Rosa Eckstein Schechter, Incorporator  
and Registered Agent

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TALLAHASSEE, FLORIDA