

P95000016507

WILLIAM P. GREGORY, P.A.

Attorney at Law

715 SWANN AVENUE
TAMPA, FLORIDA 33606
TELEPHONE (813) 251-8631
FACSIMILE (813) 253-2047

February 20, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32301

FILED
1995 FEB 27 PM 3:00
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Sheer Design
International, Inc. and Coastal Marine
Services, Inc.

Dear Madam or Sir:


Enclosed herewith for filing, are an original and one copy of
the Articles of Incorporation of the above-referenced corporations.

Also enclosed is our firm's check in the amount of \$245.00 for
filing of same.

If you have any questions, please contact me.

100001416571
-02/27/95--01107--006
***245.00 ***122.50

Sincerely,


William P. Gregory

enc.

Ingram-McMillan, Inc.

JB 2/28/95

ARTICLES OF INCORPORATION
OF
SHEER DESIGN INTERNATIONAL, INC.

FILED
1995 FEB 27 PM 3:00
TALLAHASSEE, FLORIDA

I, the undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

SHEER DESIGN INTERNATIONAL, INC.

ARTICLE II

The Corporation shall be entitled to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the Corporation shall be divided into shares of \$.01 par value, with five thousand (5,000) shares of common stock authorized, and each share shall entitle the holder hereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation to be fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

The amount of capital with which this Corporation shall begin business will be \$100.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the Corporation shall be located at 715 Swann Ave., Tampa, FL. 33606 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

The Board of Directors of the Corporation shall not be less than one (1) or more than seven (7) unless otherwise provided in

the By-Laws. A quorum for the transaction of business shall be a majority of the Directors qualified and acting unless otherwise provided in the By-Laws. The Directors may make or amend the By-Laws; the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the member of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

William P. Gregory, 715 Swann Ave., Tampa, FL. 33606

ARTICLE IX

The name of the subscriber to these Articles of Incorporation and the number of shares of stock s/he agrees to take is as follows:

William P. Gregory, 715 Swann Ave., Tampa, FL 33606 - One (1) share

ARTICLE X

The time and place of the annual stockholders meeting shall be on September 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or by resolution of the Board of Directors and any stockholder may waive notice thereof either before or after the meeting.

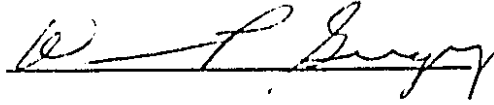
The Board of Directors shall be elected annually by the Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

ARTICLE XI

Pursuant to Chapter 48.091 Florida Statutes, the Corporation names William P. Gregory, as its registered agent to accept service of process within this State. The said Resident Agent, by the execution of these Articles of Incorporation as incorporator, in addition accepts and agrees to act in the capacity as Resident Agent and agrees to comply with the provisions of said Act relative to keeping open said registered office. The registered office of

said corporation is located at 715 Swann Ave., Tampa, FL. 33606.

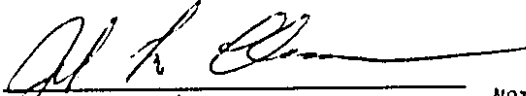
IN WITNESS WHEREOF, I the subscriber, have executed these
Articles of Incorporation, this 20th day of February, 1995.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
20 day of Feb, 1995 by William P. Gregory who
is personally known to me and who did not take an oath.



Notary Public

Type notary's name:

My commission expires:

JOHN LEE CLEMONS
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES AUG 12, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SHEER DESIGN INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named William P. Gregory, located at 715 Swann Ave., City of Tampa, County of Hillsborough State of Florida 33606, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: W. P. Gregory
Resident Agent

corpnet@lls-ak.com

FILED
1995 FEB 27 PM 3:00
TALLAHASSEE, FLORIDA

1. P95000016507

WILLIAM P. GREGORY, P.A.

Attorney at Law

715 SWANN AVENUE
TAMPA, FLORIDA 33606
TELEPHONE (813) 261-8631
FACSIMILE (813) 263-2047

March 7, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

3/10
600001427496
-03/13/95--01026--005
****87.50 ****87.50

Re: Articles of Amendment of
Sheer Design International, Inc.

Dear Madam or Sir:

Enclosed herewith for filing are an original and one copy of
the Articles of Amendment of the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$87.50 for
filing of same.

If you have any questions, please contact me.

Sincerely,

W. P. Gregory
William P. Gregory

WPG/lc

enc.

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FILED
95 MAR 10 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAR 10 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF

SHEER DESIGN INTERNATIONAL, INC.

1. Article I of the Articles of Incorporation of Sheer Design International, Inc., is hereby amended to read:

Article I - Name

The name of the Corporation shall be:

Shear Design International, Inc.

2. The foregoing amendment was adopted, pursuant to Florida Statutes Section 607.1005, prior to the issuance of shares by the sole incorporator of the corporation (a copy of such written adoption is attached hereto and made a part hereof for all purposes).

3. Upon the effectiveness of the foregoing amendment, the name of this Corporation shall be and become Shear Design International, Inc. The remainder of Article I of the Articles of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, the undersigned sole incorporator of this Corporation has executed these Articles of Amendment this 17th day of March, 1995.

William P. Gregory
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared William P. Gregory known to me to be the person who executed the foregoing Articles of Amendment, as sole incorporator of the Corporation, and he acknowledged before me that he executed those Articles of Amendment as his free act and deed and on behalf of the Corporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of March, 1995.

Kathryn J. Bodnar
NOTARY PUBLIC

Name typed or printed:

My commission expires:

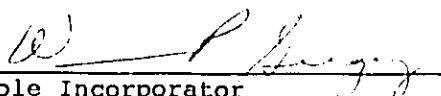


KATHRYN J. BODNAR
My Commission CC436629
Expires Feb 09, 1999
Bonded by ANB
800-852-5878

ADOPTION OF AMENDMENT OF ARTICLES OF INCORPORATION

Pursuant to Florida Statutes Section 607.1005, the undersigned being the sole incorporator of Sheer Design International, Inc., hereby adopts the amendment of Article I of the Articles of Incorporation of Sheer Design International, Inc. The said Article I shall be amended to read that "The name of this Corporation shall be Sheer Design International, Inc.". The remainder of said Article I shall remain unchanged. This writing shall be so construed as the adoption by the sole incorporator of the above-said amendment to the Articles of Incorporation.

WITNESS my hand and seal this 7th day of Nov, 1995.
Sheer Design International, Inc.


Sole Incorporator