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HARLEE, FORGES, HAMLIN & HAMRICK, P.A.
ATTORNEYS AT LAW

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1205 MANATEE AVE. W.
BRADENTON, FLORIDA 34205

MAILING ADDRESS: P. O. BOX 9320
BRADENTON, FLORIDA 34206
TELEPHONE (813) 748-3770
TELECOPIER (813) 748-4180

June 12, 1995

EFFECTIVE DATE
JUL 12 1995

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

800001514358
-06/15/95--01081--011
****122.50 ****122.50

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Runkel Diesel Marine, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

HARLEE, FORGES, HAMLIN
& HAMRICK, P.A.

Danette La France
Danette La France

JUN 19 1995 BSB

00613
W95-12454

/dl
Enclosures

JUL 17 1995 BSB

FILED
95 JUL 17 AM 11:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 19, 1995

HARLLEE, PORGES, HAMLIN
P. O. BOX 9320
BRADENTON, FL 34206

SUBJECT: RUNKEL DIESEL MARINE, INC.
Ref. Number: W95000012454

We have received your document for RUNKEL DIESEL MARINE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00030008

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July 12, 1995

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Atten: Brenda Baker

Re: Runkel Diesel Marine, Inc.

Dear Ms. Baker:

Enclosed is the original, corrected Articles of Incorporation and one copy. Please process this at your earliest convenience.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

HARLEE, PORGES, HAMLIN
& HAMRICK, P.A.


Danette La France

/dl
Enclosures

ARTICLES OF INCORPORATION

OF

RUNKEL DIESEL MARINE, INC.

EFFECTIVE DATE

ARTICLE I. NAME

1 JUL 12 1995

The name of this corporation shall be RUNKEL DIESEL MARINE, INC.

ARTICLE II. PRINCIPAL OFFICE

mailing address and principal place of business of the corporation is 6026 Glen Abbey Lane, Bradenton, FL 34202.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the individual who shall serve as the Initial Board Of Directors is: Gregory R. Runkel, 6026 Glen Abbey Lane, Bradenton, FL 34202.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: TIMOTHY A. KNOWLES, FSQ.

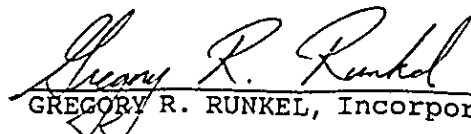
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: GREGORY R. RUNKEL

ARTICLE XI. AMENDMENT OF ARTICLES


The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of June, 1995.


GREGORY R. RUNKEL, Incorporator


STATE OF FLORIDA
COUNTY OF MANATEE

On June 12, 1995, GREGORY R. RUNKEL, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me ~~or who has produced~~ _____ (type of identification) and who personally appeared before me and signed these Articles of Incorporation.



Notary Public, State of Florida


My Commission Expires:

 TIMOTHY A. KNOWLES
My Commission CC428431
Expires Dec. 21, 1998
(Type or Print Notary Name Here)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of RUNKEL DIESEL MARINE, INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(2), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 12 day of June, 1995.



TIMOTHY A. KNOWLES, Registered Agent