



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

APR 15, 1997
P970000036401

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

300002153843--1
-04/24/97--01080--008
*****70.00 *****70.00

RE: MERMAID DESIGN & FABRICATION, INC.
P3312740MEHER

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for MERMAID DESIGN & FABRICATION, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 APR 22 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1997
[Signature]

ARTICLES OF INCORPORATION
OF
MERMAID DESIGN & FABRICATION, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

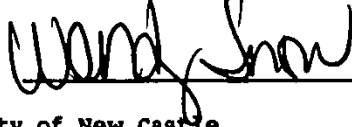
- FIRST: The name of the corporation shall be MERMAID DESIGN & FABRICATION, INC.
- SECOND: The address of the initial registered office of the corporation is 4030 N. Miami Avenue, Miami, FL 33127.
The name of the agent at said address is James A. Herring.
- THIRD: The principal address of the corporation is 4030 N. Miami Avenue, Miami, FL 33127.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act .
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:

James A. Herring 4030 N. Miami, FL 33127.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market St., Wilmington, DE 19801

FILED
97 APR 22 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

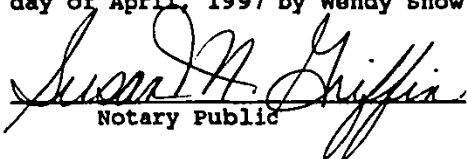
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 15th day of April, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of April, 1997 by Wendy Snow


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440

FILED
97 APR 22 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this MERMAID DESIGN & FABRICATION, INC.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of MIAMI, State of
Florida, has named JAMES A. HERRING located at
4030 NORTH MIAMI AVE, MIAMI, FL 33127
as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

James A. Herring

4/7/97

Date