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00 AUG 30 AM 11:40
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED

ACCOUNT NO. : 072100000032
REFERENCE : 815958 4327828
AUTHORIZATION : *Patricia Pujute*
COST LIMIT : \$ 70.00

ORDER DATE : August 30, 2000
ORDER TIME : 9:26 AM
ORDER NO. : 815958-005
CUSTOMER NO: 4327828

700003376977-2

CUSTOMER: Ms. Paulette Clark
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

FOREIGN FILINGS

800 Pujute 4321

NAME: PAX MARINE INTERNATIONAL
(CAYMAN) CO.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG 30 AM 10:34

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

*mc
& bu*

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PAX Marine International, Ltd. (the "Company")

Minutes of a Meeting-of the Directors of the Company held at the registered office of the Company, George Town, Grand Cayman on 30th August 2000

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DEPARTMENT OF CORPORATIONS
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PRESENT: Campbell Directors Limited represented by Simon Stephens
Campbell Secretaries Limited represented by Melanie Jackson


By agreement Mr. Stephens acted as Chairman of the Meeting.

All Directors of the Company being represented, It Was Resolved that Notice of the Meeting be dispensed with.

It Was Resolved that the Company adopt the following name for use in doing business in the State of Florida, U.S.A.:-

PAX Marine International (Cayman) Co.

There being no further business, the Meeting terminated.



Chairman

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PAX Marine International, Ltd.
doing business in Florida as
PAX Marine International (Cayman) Co.
(Name of corporation: must include the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Cayman Islands 3. 98-0230222
(State of incorporation) (FEI number)

4. 8/24/2000 5. Perpetual
(Date of Incorporation) (Duration)

6. August 28, 2000
(Date corporation will transact business in Florida.)

7. #1 Cardinal Avenue, Bank of Nova Scotia Building
Grand Cayman, Cayman Islands, BWI
(Current mailing address)

8. Any or all lawful business
Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)

9. Name and street address of Florida registered agent:

Stuart J. Haft
(Name)
321 Royal Poinciana Plaza, South
(Office Address)
Palm Beach, Florida, 33480
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete

performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered Agent's Signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

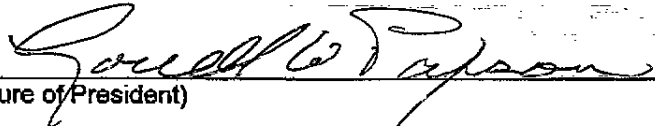
Director: Lowell W. Paxson
Address: 780 S. Ocean Boulevard
Palm Beach, FL 33480

B. OFFICERS

President: Lowell W. Paxson
Address: 780 S. Ocean Boulevard
Palm Beach, Florida 33480

Secretary: Lowell W. Paxson
Address: 780 S. Ocean Boulevard
Palm Beach, FL 33480

13.



(Signature of President)

Lowell W. Paxson, President

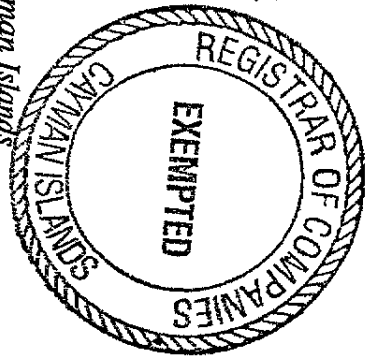
(Typed or printed name and capacity of person signing application)

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00 AUG 2000

CR-103480

Certificate of Incorporation



I, **DELANO O. SOLOMON**
DO HEREBY CERTIFY, pursuant to the Companies Law CAP. 22, that all the requirements of the said Law in respect of registration were complied with by

PAX Marine International, Ltd.

an Exempted Company incorporated in the Cayman Islands with Limited Liability with effect from the 24th Day of August Two Thousand

Given under my hand and Seal at George Town in the Island of Grand Cayman this Twenty-Fourth day of August Two Thousand

CERTIFIED TO BE A TRUE AND CORRECT COPY

SIG. _____

DELANO O. SOLOMON
Registrar of Companies

DATE 24th August 2000

(SGD. D. O. SOLOMON)
Registrar
of Companies, Cayman Islands, B.W.I.