

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

L 38983

FILING COVER SHEET
ACCT. #FCA-14

FILED
2002 JUN 28 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT:

Pam

DATE:

6/28/02

REF. #:

0150. 7530

CORP. NAME:

Tecmarine Lines Inc

700006100587-5
-06/28/02--01017--005
*****43.75 *****43.75

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 502633 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

C. Coulliette JUN 28 2002

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

RECEIVED

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TECMARINE LINES, INC.**

FILED
2002 JUN 28 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1004, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation. The original Articles of Incorporation were filed with the Secretary of State on January 1, 1990 under document number L38983.

ARTICLE I

NAME

The name of the corporation is TECMARINE LINES, INC. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purposes of the Corporation shall be to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

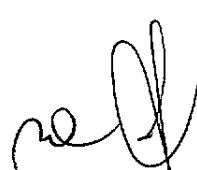
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 2051 SE 35th Street, P.O. Box 165526, Fort Lauderdale, Florida 33316.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of all classes of capital stock which the Corporation is authorized to issue is Thirty Thousand (30,000) shares, consisting of (i) Ten Thousand (10,000) shares of Class A voting common stock, par value \$1.00 per share (the "Class A Common Stock"), (ii) Ten Thousand (10,000) shares of Class B non-voting common stock, par value \$1.00 per share (the "Class B Common Stock") (the Class A Common Stock and the Class B Common Stock are together referred to herein as the "Common Stock") and (iii) Ten Thousand (10,000) shares of blank check preferred stock, par value \$1.00 per share (the "Preferred Stock").



(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

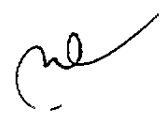
(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VII

BOARD OF DIRECTORS

The Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.



ARTICLE V
COMMON STOCK

Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors of the Corporation (the "Board") authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Class A Common Stock. Except with respect to voting, the rights and preferences of the holders of the Class A Common Stock and the holders of the Class B Common Stock shall be identical.

Subject to the rights of the holders of the Preferred Stock, the holders of all outstanding Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of all outstanding Common Stock.

ARTICLE VI
PREFERRED STOCK

The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

- (i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (ii) the number of shares to constitute the class or series and the designations thereof;
- (iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;



ARTICLE VIII

BYLAWS

Unless otherwise provided by law, the Bylaws of the Corporation may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the affirmative vote of a majority of the directors in office or the affirmative vote of holders of a majority of the shares entitled to vote on the matter.

ARTICLE IX

INDEMNITY

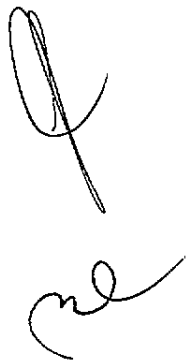
The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors, to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 2051 SE 35th Street, Fort Lauderdale, Florida 33316 and the registered agent for the Corporation at such address shall be Britt Chester.

(signature on following page)

A handwritten signature in black ink, consisting of a large, stylized capital 'P' followed by a cursive flourish.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its President and Chairman of the Board this 27 day of JUNE, 2002.

TECMARINE LINES, INC.

By: 

Jeremy Chester

**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TECMARINE LINES, INC.**

TECMARINE LINES, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is TECMARINE LINES, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved as of June 10, 2002 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of June 10, 2002, in the manner prescribed by Section 607.1004 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of JUNE 24, 2002.

TECMARINE LINES, INC.

By: _____

Jeremy Chester, President