

WILSON, ELSE, MOSKOWITZ, EDELMAN & DICKER LLP  
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October 25, 1999

JAMES M. KAPLAN  
REGIONAL MANAGING PARTNER  
ALSO ADMITTED IN NEW YORK

**BY FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-10/26/99--01066--006  
\*\*\*\*155.00 \*\*\*\*155.00

Re: Trans Tech Marine, LLC  
Articles of Incorporation

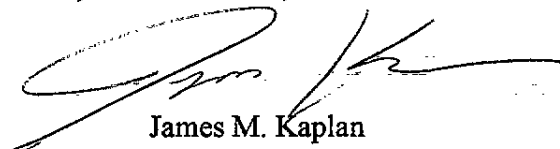
Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Trans Tech Marine, LLC, which we would like to have filed with the State, along with a check in the amount of \$155.00 representing the filing fee, designation of registered agent fee and certified copy fee for the above transaction. Please return the certified copy of these articles to me via Federal Express. I am enclosing an airbill for your use in this regard.

If you have any questions, please feel free to contact me.

Very truly yours,

WILSON, ELSE, MOSKOWITZ, EDELMAN & DICKER LLP

  
James M. Kaplan

JMK:ds  
Enclosure

FILED  
OCT 26 PM 5:00  
L99-7312

Name	OR 11-2
Availability	
Consent	
Signature	
Date	
Initiator	
Verifier	
Acknowledgement	
W. P. Verifier	

**ARTICLES OF ORGANIZATION OF  
TRANS TECH MARINE, LLC**

The undersigned, James M. Kaplan, Esq., being authorized by two organizers to execute and deliver these Articles of Organization for recording with the Department of State of the State of Florida, Division of Corporations, hereby certifies that:

**FIRST:** The name of the Limited Liability Company is **TRANS TECH MARINE, LLC** (hereinafter the Company);

**SECOND:** The duration of the Company shall be of perpetual.

**THIRD:** The purposes for which the Company is formed are:

A. To engage in the business of commercial hauling and towing in the United States and elsewhere in the world, and to perform all services ancillary thereto;

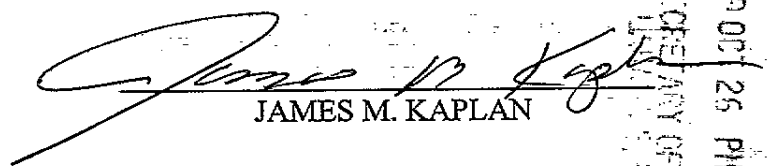
B. To have all of the powers permitted by Section 608.404 of the Florida Limited Liability Company Act, as amended from time to time; and

C. To engage in any lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, as amended from time to time.

**FOURTH:** The mailing and street address of the principal office of the Company in the State of Florida is 3800 NationsBank Tower, 100 S.E. Second Street, Miami, Florida 33131.

**FIFTH:** The name and Florida street address of the resident agent of the Company are: James M. Kaplan, Esq., 3800 NationsBank Tower, 100 S.E. Second Street, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
JAMES M. KAPLAN

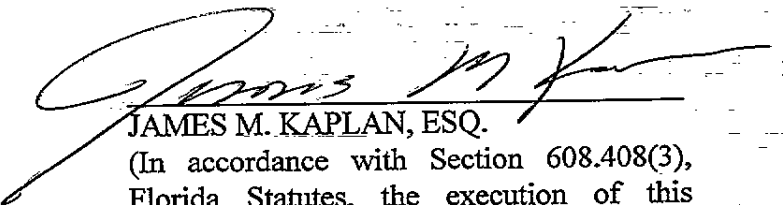
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**SIXTH:** The authority of the members of the Company to act in its behalf solely by reason of their membership in the Company is limited by the terms and conditions of the Operating Agreement among the members on file at the offices of the Company.

**SEVENTH:** The profits and losses of the Company shall be allocated according to the terms and conditions of the Operating Agreement and its amendments on file at the offices of the Company, and is meant to supercede the arrangement described in Section 608.4261 of the Florida Limited Liability Company Act.

**EIGHTH:** The management of the Company and the rights and conditions of the members to admit new members and/or continue business in the event of death, retirement, resignation, expulsion, bankruptcy, and/or dissolution of a member is detailed in the Operating Agreement and its amendments on file at the offices of the Company. This paragraph is designed to address the requirements of Sections 608.407(1)(e), (f) and (g) and (2) of the Florida Limited Liability Company Act.

**IN WITNESS WHEREOF,** I have signed these Articles of Organization this 25<sup>th</sup> day of October, 1999, and acknowledged same to be my act.



JAMES M. KAPLAN, ESQ.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Return to:

James M. Kaplan, Esq.  
Wilson, Elser, Moskowitz, Edelman & Dicker LLP  
3800 NationsBank Tower  
100 S.E. 2<sup>nd</sup> Street  
Miami, Florida 33131

FILED  
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