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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 574897 3460C

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -3 PM 2:55

ORDER DATE : February 3, 2000

ORDER TIME : 12:33 PM

ORDER NO. : 574897-005

700003122817--7

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant  
ROBERT W. STEWART, P.A.  
ROBERT W. STEWART, P.A.  
Suite 1006  
999 Brickel Ave  
Miami, FL 33131

DOMESTIC FILING

NAME: ELVASTON MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~(2 CERTIFIED COPIES)~~  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 FEB -3 PM 1:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*[Signature]*

EFFECTIVE DATE

02/02/00

**ARTICLES OF INCORPORATION**  
**OF**  
**ELVASTON MARINE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB -3 PM 2:55

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

**Article I.**

**CORPORATE NAME**

The name of the corporation shall be ELVASTON MARINE, INC.

**Article II.**

**MAILING ADDRESS**

The mailing address of the corporation shall be 247 Greco Avenue, Coral Gables, Florida 33146.

**Article III.**

**AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

**Article IV.**

**CLASSES OF SHARES**

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

**Article V.**

**PREFERENCES**

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

**Article VI.**

**PREEMPTIVE RIGHTS**

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

**Article VII.**

**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart, P.A.

**Article VIII.**

**INCORPORATORS**

The name and address of the incorporator is:

Claire M. Scott  
c/o 999 Brickell Avenue  
Suite 1006  
Miami, Florida 33131

**Article IX.**

**DIRECTORS**

The name and address of the individual who is to serve as the initial director is:

Victor E. Clarke  
247 Greco Avenue  
Coral Gables, Florida 33146

**Article X.**

**PURPOSE**

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**Article XI.**

**INDEMNIFICATION**

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

**Article XII.**

**BY LAWS**

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

**Article XIII.**

**RESTRICTIONS ON TRANSFER OF SHARES**

Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

**Article XIV.**

**EFFECTIVE DATE**

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 2nd of February, 2000.



CLAIRE M. SCOTT, Incorporator

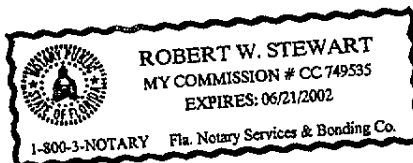
STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 2000 by CLAIRE M. SCOTT, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of Florida at Large

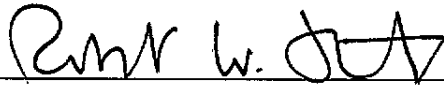
My Commission Expires:



**REGISTERED AGENT ACKNOWLEDGEMENT**

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

A handwritten signature in black ink, appearing to read "Robert W. Stewart", written over a horizontal line.

ROBERT W. STEWART, President  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -3 PM 2:56