

MICHAEL MALISZEWSKI, P.A.

ATTORNEYS AT LAW

MICHAEL MALISZEWSKI
CHARLES GEARY, OF COUNSEL

27 E. OCEAN BOULEVARD
STUART, FLORIDA 34994

(561) 223-7010

(561) 287-0879 FAX

P00000012378

January 27, 2000

Florida Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

400003116354--2

01/31/00--01106--004

*****70.00 *****70.00

Re: Corporate Filing for Meridian Marine Towing, Inc.

Dear Sirs:

Enclosed, please find the original and one copy each of the Articles of Incorporation and Registered Agent Acceptance forms for Meridian Marine Towing, Inc., a new Florida for profit corporation.

Also find my check number 2243, for the State's corporate filing fee in the amount of \$ 70.00. Please date stamp the copy with the filing date and return it to my office in the enclosed self-addressed stamped envelope.

Feel free to call me if there are any questions. Thank you in advance for your assistance with this matter.

Cordially,

Michael Maliszewski

Michael Maliszewski, Esq.

/dk

Enclosures

FILED
00 JAN 31 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2-4-00
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NO COPY

ARTICLES OF INCORPORATION

OF

MERIDIAN MARINE TOWING, INC.

FILED
00 JAN 31 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Meridian Marine Towing, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4355 N.E. Hyline Drive
Jensen Beach, FL 34957

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares, all of which shall be common shares with par value of One Dollar (\$1.00) for each share.

ARTICLE VI. GRANT OF PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE VII. REGISTERED OFFICE

The name and address of the initial registered agent is:

David A. Smith
4355 N.E. Hyline Drive
Jensen Beach, FL 34957

ARTICLE VIII. INCORPORATOR(S)

The name and address of the incorporator is:

David A. Smith
4355 N.E. Hyline Drive
Jensen Beach, FL 34957

ARTICLE IX. INITIAL DIRECTOR(S)

The corporation shall have 2 directors initially. The number of director(s) may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than 1. The names of the initial directors are:

David A. Smith
4355 N.E. Hyline Drive
Jensen Beach, FL 34957

Earle Wedemeyer
4355 N.E. Hyline Drive
Jensen Beach, FL 34957

ARTICLE X. SUB CHAPTER-S ELECTION

The corporation does hereby expressly elect to apply for sub-chapter-S status for Federal tax purposes.

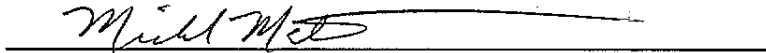
IN WITNESS WHEREOF, I have subscribed my name this _____ day of January, 2000.


David A. Smith

STATE OF FLORIDA)
COUNTY OF MARTIN)

On this day personally appeared before me, the undersigned authority, David A. Smith, who is [] personally known to me or who [X] produced Florida Driver License as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 27 day of January 2000.


Notary Public, Seal of Florida
My Commission Expires: 7/28/2002

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL MALISZEWSKI
COMMISSION # CC763189
EXPIRES 7/28/2002
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

FOR

MERIDIAN MARINE TOWING, INC.

I, David A. Smith, having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 27 day of January, 2000.

REGISTERED AGENT:



David A. Smith
4355 N.E. Hyline Drive
Jensen Beach, FL 34957

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00 JAN 31 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA