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March 21, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

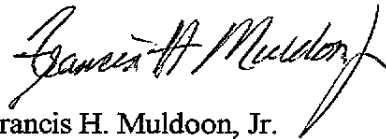
RE: S.E.S. MARITIME, INC.

3000003182263-5
03/23/00-01125-005
*******78.75 *****78.75**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$78.75 to cover the cost of filing and certified copy of the same. Please return a certified copy to this office at your earliest convenience.

Sincerely,



Francis H. Muldoon, Jr.

FILED
00 MAR 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FHM/rb

Encls.

3/28/00

**ARTICLES OF INCORPORATION
OF
S.E.S. MARITIME, INC.**

FILED

00 MAR 23 PM 3: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

S.E.S. MARITIME, INC.

SECOND: The period of duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States of American and the State of Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$5.00 (or no par value) per share.

FIFTH: The address of its initial Registered Office is:

205 ELIZABETH STREET
KEY WEST, FLORIDA 33040

The principle address is the same as the Registered Office and the name of its initial Registered Agent at said address is:

BRIAN L. SHAW

SIXTH: The initial officers/directors consists of two (2) members, who need not be a resident of the State of Florida or shareholder of the corporation.

SEVENTH: The name and address of the persons who shall serve as directors are as follows:


BRIAN L. SHAW - PRESIDENT/DIRECTOR
307 Elizabeth Street
Key West, Florida 33040

KAREN J. LEWIS-GARCIA - SECRETARY/TREASURE/DIRECTOR
307 Elizabeth Street
Key West, Florida 33040

EIGHTH: The name and address of the Incorporator is:

BRIAN L. SHAW
307 Elizabeth Street
Key West, Florida 33040

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Monroe County, Florida on this 21ST day of March, 2000.

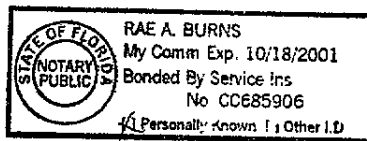

BRIAN L. SHAW - Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared BRIAN L. SHAW who produced Personally Known as Identification and who subscribed the above and foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Key West, in said County and State this 21st day of March, 2000.


NOTARY PUBLIC



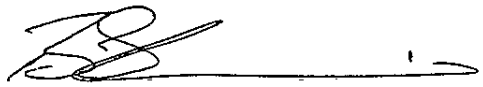
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR
ACCEPTING SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That S.E.S. MARITIME, INC., is desiring to incorporate under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 205 Elizabeth Street, Key West, Florida 33040 has named Brian L. Shaw, Registered Agent at such address to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the address designated in the certificate, I hereby accept to act in this capacity and to comply with the provisions of Chapter 18.091 Florida Statutes, relative to keeping open said office.



BRIAN L. SHAW - Registered Agent

FILED
00 MAR 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA