

KERWIN CORPORATION
1460A SE 15TH STREET
FORT LAUDERDALE, FLORIDA 33316

Phone: (954) 524-9013

Fax: (954) 832-0613

June 19, 2000

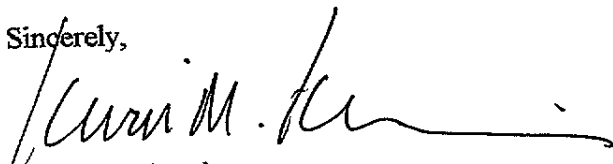
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: KERWIN CORPORATION

To Whom It May Concern:

Enclosed please find one original and one copy of the Articles of Incorporation of the above-referenced corporation, along with a check in the amount of \$78.75 for the filing fee and Certificate of Status. We would appreciate the favor of your prompt response to our filing request.

Sincerely,



Kevin M. Kerwin
President

dk

FILED
00 JUN 26 AM 8:29
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
KERWIN CORPORATION**

FILED
00 JUN 26 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Kerwin Corporation

ARTICLE II

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

1460A SE 15th Street
Fort Lauderdale, Florida 33316

ARTICLE III

The purpose for which the corporation is formed, is to engage in yacht and ship engineering, design and consultation, and any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The manner in which the directors are elected or appointed shall be:

By majority election to be held at the corporate office or other place designated by the Board of Directors, the exact place and date to be specified by notice thereof to be mailed to members together with a ballot at least thirty (30) days prior to said meeting. Each member in good standing shall be entitled to one vote.

ARTICLE V

The name and street address of the initial registered agent shall be:

Kevin M. Kerwin
1460A SE 15th Street
Fort Lauderdale, Florida 33316

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Kevin M. Kerwin
1460A SE 15th Street
Fort Lauderdale, Florida 33316

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other Officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Kevin M. Kerwin, President & Treasurer
Patrick Kerwin, Vice President & Secretary

ARTICLE VIII

The members of the Board of Directors shall never be less than one (1) in number. Initially the Board of Directors shall consist of two (2) persons, whose names and addresses are as follows and who shall serve as Directors until the first election:

Kevin M. Kerwin
1460A SE 15th Street
Fort Lauderdale, Florida 33316

Patrick Kerwin
4421 Belclaire
Dallas, Texas 75205

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten

(10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

ARTICLE X

The Bylaws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for shareholders within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the Bylaws.

ARTICLE XII

The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock

ARTICLE XIII

The corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XIV

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XV

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XVI

This Corporation shall have perpetual existence.

ARTICLE XVII

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XVIII

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIX

The effective date of these Articles of Incorporation shall be June 19th, 2000.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of June 2000.


INCORPORATOR

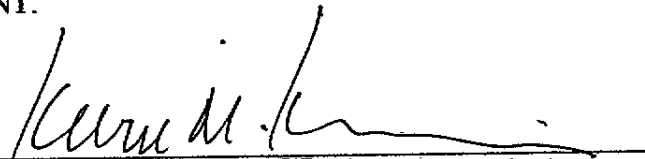
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First- That **Kerwin Corporation** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Kevin M. Kerwin, located at 1460A SE 15th Street, Fort Lauderdale, Broward County, Florida 33316, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Kevin M. Kerwin, Registered Agent