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Florida Department of State

Division of Corporations

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To:

Division of Corporations

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Account Name : MAY, MEACHAM & DAVELL, P.A.

Account Number : I20000000135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

New River Shipyard, Inc.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$70.00

**ARTICLES OF INCORPORATION
OF
NEW RIVER SHIPYARD, INC.**

ARTICLE I - NAME

The name of this corporation is **NEW RIVER SHIPYARD, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 3001 State Road 84, Fort Lauderdale, FL 33312.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation are:

Robert C. Meacham	One Financial Plaza Bank of America Tower Suite 2602 Fort Lauderdale, FL 33394
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and address of the initial director of this corporation is:

Robert S. Wickman	3001 State Road 84 Fort Lauderdale, FL 33312
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ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Robert S. Wickman President	3001 State Road 84 Fort Lauderdale, FL 33312
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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12TH day of September, 2000.


ROBERT S. WICKMAN, President

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared ROBERT S. WICKMAN, personally known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

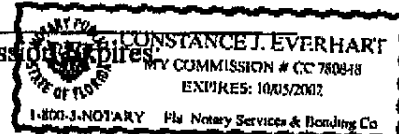
WITNESS my hand and official seal this 12TH day of September, 2000.

Name: Constance J. Everhart

Notary Public

Serial No. _____

My Commission Expires _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **NEW RIVER SHIPYARD, INC.**
2. The name and address of the Registered Agent and office is:

Robert C. Meacham

One Financial Plaza
 Bank of America Tower
 Suite 2602
 Fort Lauderdale, FL 33394

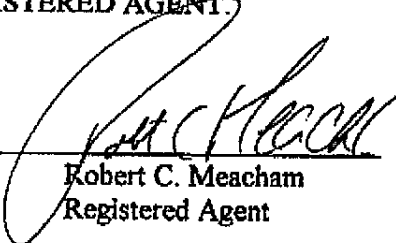
Signature: _____


 Robert S. Wickman, President

Date: September 12, 2000

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.

Signature: _____


 Robert C. Meacham
 Registered Agent

Date: September 12, 2000

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