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Albert George Lorial
11173 164th Court North
Jupiter, FL 33478

September 7, 2000

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

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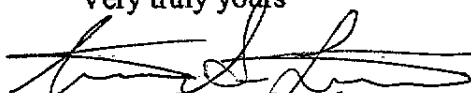
Re: North Atlantic Marine, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for North Atlantic Marine, Inc., along with my check for \$87.50 for filing fees. Please return a certified copy of the Articles of Incorporation to me at the above address.

Thank you for your assistance.

Very truly yours


Albert George Lorial

Encs.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NORTH ATLANTIC MARINE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is North Atlantic Marine, Inc.

ARTICLE II - PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - STOCK

This Corporation is authorized to issue One Hundred (100) shares of common stock, with a par value of One and No/100s Dollar (\$1.00) per share.

ARTICLE IV - INCORPORATOR

The name and address of the Incorporator of this Corporation is Albert George Loriol, 11173 164th Court North, Jupiter, Fl 33478.

ARTICLE V - ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 11173 164th Court North, Jupiter, Fl 33478 , and the name of the initial Registered Agent of this Corporation at that address is Albert George Loriol.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation is 11173 164th Court North, Jupiter, Fl 33478.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided for in the By-Laws of this Corporation but shall never be less than one (1).

Section 3. The name and address of the initial Director of this Corporation, who shall hold office until the first annual meeting of shareholders and thereafter until his successor is elected, is as follows:

Albert George Lorial
11173 164th Court North
Jupiter, Fl 33478

Section 4. The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of this Corporation as may be amended from time to time.

ARTICLE VIII - OFFICERS

Section 1. This Corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of the Corporation as may be amended from time to time.

Section 3. The names and offices of the initial officers of the Corporation are as follows:

President: Albert George Lorient
Secretary: Michele Gurrera
Treasurer: Albert George Lorient

ARTICLE IX - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.


ARTICLE X - TERM

The duration of this Corporation is perpetual.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

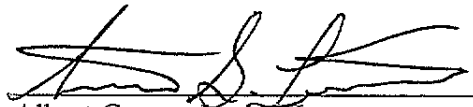
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of September, 2000.


Albert George Lorient, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 607.0501, the following is submitted:

North Atlantic Marine, Inc. has designated 11173 164th Court North, Jupiter, FL 33478,
as its initial Registered Office, and has named Albert George Loriol, as its Registered Agent.



Albert George Loriol, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated
Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with
the provisions of Florida Statutes Section 607.0501 relative to keeping open said office.



Albert George Loriol, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA