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HAROLD M. LIGHTMAN, M.B.A.
FINANCIAL CONSULTANT

September 29, 2000

Secretary Of State
Corporation Records Bureau
Department Of State
P.O. Box 6327
Tallahassee, FL 32314

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-10/05/00--01085--009
*****70.00 *****70.00

To Whom It May Concern:

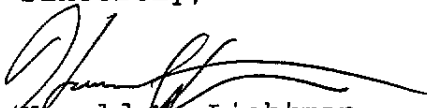
Please see enclosed original and copy of Articles Of
Incorporation for HARROUFF MARINE SERVICES, INC.

Also, please find enclosed a check in the amount of \$70.00
to cover costs of incorporation fees of said corporation.

If there are any questions regarding this corporation please
call the number listed below.

Thank You.

Sincerely,


Harold M. Lightman
Financial Consultant

HML/cat

FILED
00 OCT -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2700 PGA Blvd., Suite 201B
Palm Beach Gardens, FL. 33418
Office 561-627-3089 Fax 561-627-1821

ARTICLES OF INCORPORATION

OF

HARROUFF MARINE SERVICES, INC.

** ** ** ** **

FILED

00 OCT -5 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be HARROUFF MARINE SERVICES, INC.

The corporation's mailing address shall be:
5660 Holly Lane
Jupiter, Florida 33458

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business pertaining to all phases of marine services.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution. The code Section 1244 Election has been selected for the authorized and issued common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be 5660 Holly Lane, Jupiter, Florida 33458 and the mailing address shall be the same 5660 Holly Lane, Jupiter, Florida 33458. The name of the initial Registered Agent of this corporation shall be Wade B. Harrouff and his address is 5660 Holly Lane, Jupiter, Florida 33458.

ARTICLE VI

DIRECTORS

Pursuant of Florida Statutes, Section 607.0801, this corporation shall have no board of directors. The affairs of this corporation shall be managed by its shareholders.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:
HAROLD M. LIGHTMAN, M.B.A.
2700 PGA Blvd., Suite 201B
Palm Beach Gardens, FL 33410

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X

AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

OFFICERS



The officers of this corporation shall be as follows:
President: Wade B. Harrouff
Secretary/Treasurer: Wade B. Harrouff

In Witness Whereof, the undersigned incorporator has executed these Articles Of Incorporation this 29 day of September, 2000.


HAROLD M. LIGHTMAN, M.B.A. Incorporator

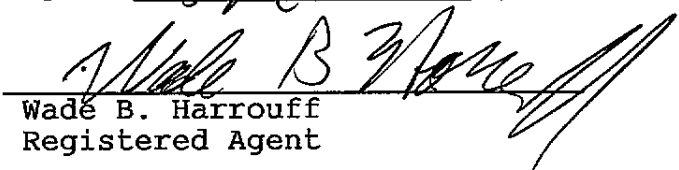
STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation were acknowledged before me this 29 day of September, 2000.


NOTARY PUBLIC, State of Florida at Palm Beach
My Commission expires: Oct. 19, 2003
 Cheryl A. Thomas
Commission # CC 881135
Expires Oct. 19, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 29 day of Sept 2000.


Wade B. Harrouff
Registered Agent