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ACCOUNT NO. : 072100000032

REFERENCE : 880189 8687A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 30, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 880189-005

CUSTOMER NO: 8687A

CUSTOMER: Don Childs, Esq
Scuderi & Childs

P. O. Box 109

Marco Island, FL 34146-0109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 1:28

DOMESTIC FILING

NAME: SOUTHERN MARINE TOWING &
SALVAGE, INC.

400003443414--8
-10/30/00--01032--005
*****78.75 *****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
00 OCT 30 PM 2:50
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

EFFECTIVE DATE

11/01/00

**ARTICLES OF INCORPORATION
OF
SOUTHERN MARINE TOWING & SALVAGE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 1:28

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Southern Marine Towing & Salvage, Inc.

ARTICLE II

The effective date of these Articles of Incorporation shall be November 1, 2000 and this corporation shall commence existence on November 1, 2000 and shall thereafter have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things allowed by the laws of the State of Florida and herein mentioned, as fully and to the same extent as natural persons might do, including, but not limited to, the following:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real property (including real estate development) or personal property or any interest in real or personal property, wherever situated.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute, Section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United State or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporation purpose, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the shareholder shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its officers, and employees and for any or all of its officers, and employees and for any or all of the officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purposes;

To indemnify any person who by reason of the fact that he or she is or was an officer, employee or agent of the corporation to the full extent as permitted by Florida Statute, Section 607.014;

ARTICLE IV

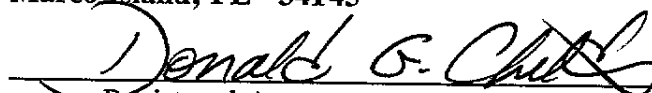
The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Donald G. Childs
983 N. Collier Blvd.
Marco Island, FL 34145


Registered Agent

ARTICLE VI

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

ARTICLE VII

The address of the principal office of this corporation is:

**1020 Pine Isle Lane
Naples, FL 34113**

Transfer of these shares is restricted. The corporation will furnish a full statement of restrictions to any requesting shareholder without charge.

ARTICLE IX

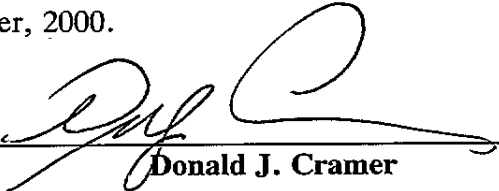
The corporation elects to have preemptive rights. Such rights shall extend to shares issued for any purpose, including all purposes otherwise exempted under provisions of the Florida Statutes.

ARTICLE X

The name and address of the incorporator executing these Articles of Incorporation is:

**Donald J. Cramer
1020 Pine Isle Lane
Naples, FL 34113**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 26th day of October, 2000.


Donald J. Cramer

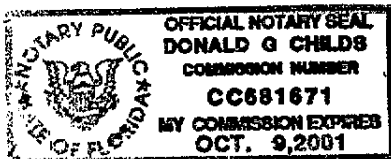
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Donald J. Cramer** known to me and known by me to be the person who executed the forgoing articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Witness my hand and official seal in the state and county aforesaid this 26th day of October, 2000.


Notary Public
DONALD G CHILDS

My commission expires:



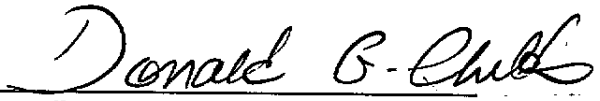
Printed Name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 1:28

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION OF
SOUTHERN MARINE TOWING & SALVAGE, INC.**

DONALD G. CHILDS, having a business office identical with the registered office of the corporation named above, and have been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.


Donald G. Childs