

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Bender Marine Corp.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BENDER MARINE CORP.

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TALLAHASSEE, FLORIDA

12/19/00

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is BENDER MARINE CORP.

SECOND: The principal office or mailing address of the Corporation is c/o Stuart Bender, 298 Ocean Drive East, Stamford, CT 06902.

THIRD: The duration of the Corporation shall be perpetual.

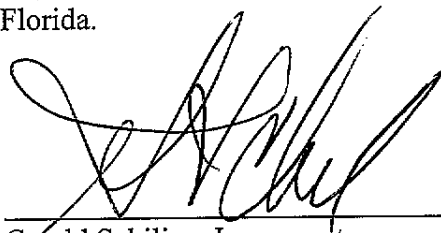
FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) each and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Gerald Schilian, Esq.
4875 N. Federal Highway, 10th Floor
Fort Lauderdale, FL 33308

SIXTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on December 19, 2000 in Broward County, State of Florida.



Gerald Schilian, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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.

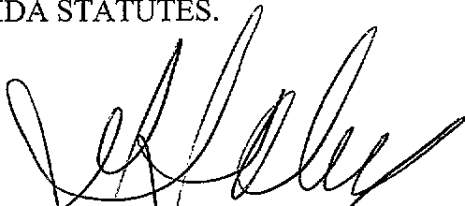
1. The name of the Corporation is BENDER MARINE CORP.
2. The name and address of the registered agent and office is:

Gerald Schilian, Esq.
4875 N. Federal Highway, 10th Floor
Fort Lauderdale, FL 33308

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated: December 19, 2000



Gerald Schilian, Resident Agent