

Law Office of Terence Matthews
Chartered

5190 26th Street West, Suite D
Bradenton, Florida 34207

(941) 755-8583

Fax (941) 753-8479

PO10000002459

December 28, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

FILED
01 JAN -2 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Captain Ralph's Marine Services, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00	100003519311-8
Certified Copy	52.00	-01/02/01--01125--001
Registered Agent Certification	35.00	****122.50 ****78.75
TOTAL	122.50	

Thank you for your attention to this matter.

Sincerely,

Cheryl Todt

Cheryl Todt
Legal Assistant to
Terence Matthews

g1/8

ARTICLES OF INCORPORATION

OF

CAPTAIN RALPH'S MARINE SERVICES, INC.

FILED
01 JAN -2 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I--NAME

The name of this corporation is CAPTAIN RALPH'S MARINE SERVICES, INC. and its principal place of business is 7016 13th Street East, Sarasota, Florida 34243.

ARTICLE II--DURATION

This corporation shall exist perpetually. The corporate existence of this corporation shall begin upon execution of these documents.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

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

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 7016 13th Street East, Sarasota, Florida 34243, and the name of the initial registered agent of this corporation at that address is RALPH SULLIVAN.

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is RALPH SULLIVAN, 7016 13th Street East, Sarasota, Florida, 34243.

ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI--INDEMNIFICATION

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

ARTICLE XII--AMENDMENT

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

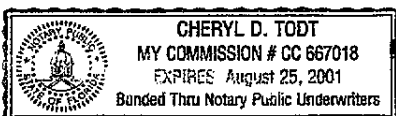
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of December, 2000.


RALPH SULLIVAN

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared RALPH SULLIVAN, known to me and known by me to be the person signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this 28th day of December, 2000.




Notary Public State of Florida

Id: FL D.L.

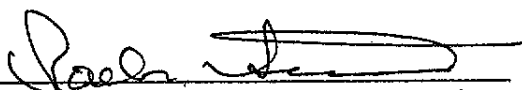
5415-739-38-023-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT, SPOUSE,
WHOM PROCESS MAY BE SERVED

FILED
01 JAN 22 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That CAPTAIN RALPH'S MARINE SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bradenton, County of Manatee, State of Florida, has named RALPH SULLIVAN, County of Manatee, State of Florida, as its agent to accept service of process within the State of Florida.


RALPH SULLIVAN, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provision of law relating to keeping said office open.


RALPH SULLIVAN, Resident Agent