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LAW OFFICES  
VEGA, BROWN, STANLEY & BURKE, P.A.

GEORGE VEGA, JR.  
THOMAS R. BROWN, P.A.  
JOHN F. STANLEY\*  
CONSTANCE M. BURKE  
\*ALSO LICENSED IN NY

FOUNDED 1948

Please Reply to:  
Alan B. Fields  
3030 Horseshoe Drive  
Suite 200  
Naples, Florida 34104

ALAN B. FIELDS, *Of Counsel*

TELEPHONE (941) 430-5024  
TELECOPIER (830) 839-1078

March 20, 2001

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

600003890246--0  
-03/21/01--01051--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: A&D Marine Diesel Services, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for A&D Marine Diesel Services, Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	122.50

When these have been filed, please return a certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Alan B. Fields

ABF:hs

Enclosures

2 Sets of Articles  
Check

FILED  
01 MAR 21 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 3-26

**Articles of Incorporation**

of

**A&D Marine Diesel Services, Inc.**

FILED

01 MAR 21 PM 12:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be A&D Marine Diesel Services, Inc.

**ARTICLE II - DURATION**

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 1313 Eighth Avenue Southwest Ft. Lauderdale FL 33315

**ARTICLE IV - PURPOSES AND POWERS**

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

**ARTICLE V - AUTHORIZED STOCK**

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

**ARTICLE VI - REGISTERED AGENT**

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 3030 Horseshoe Drive South, Suite 200, Naples, FL 34104. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

**ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors of the Corporation are as follows:

David W. Hasselman

1313 Eighth Avenue Southwest  
Ft. Lauderdale FL 33315

## ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Alan B. Fields  
3030 Horseshoe Drive South  
Suite 200  
Naples FL 34104

## ARTICLE IX - AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

## ARTICLE X - INDEMNIFICATION

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.0850(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.0850(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.0850(4) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850(9).

**IN WITNESS WHEREOF**, the undersigned Incorporator does hereby execute these Articles of Incorporation on March 20, 2001.



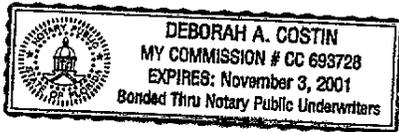
Alan B. Fields, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on March 20, 2001 by Alan B. Fields  
 who is personally known to me or  who has produced \_\_\_\_\_ as identification and  
who did not take an oath.

[Seal]



*Deborah A Costin*

Typed or Printed Name

Title or Rank

Serial Number, if Any

ACCEPTANCE BY REGISTERED AGENT

I, Alan B. Fields hereby accept the appointment as Registered Agent for A&D Marine Diesel  
Services, Inc. and acknowledge my acceptance below with my signature below, as of March 20,  
2001.

*Alan B Fields*

Registered Agent

FILED  
01 MAR 21 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA