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TALLAHASSEE, FLORIDA

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Alexander Reus,
J.D. (Germany), J.D., LL.M.
Direct Dial: (305) 260-1027
areus@becker-poliakoff.com

March 23, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **Miami River Shipyard, Inc.**
Our File No: F20557/69634

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-03/26/01--01043--004
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Miami River Shipyard, Inc., along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$87.50 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,

Alexander Reus
Alexander Reus
FOR THE FIRM

AR/do

Enclosures
259922_1.DOC

**SIGNED IN ABSENCE OF
TO AVOID DELAY**

D. BROWN MAR 29 2001

ARTICLES OF INCORPORATION
OF
MIAMI RIVER SHIPYARD, INC.

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE I
NAME

The name of this Corporation is:

MIAMI RIVER SHIPYARD, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purposes of transacting any and all lawful business, for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126, and the name of the initial registered agent at that address is ALEXANDER REUS, ESQ.

ARTICLE V
DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Marc H. Friedli
John Rouzier

C/o Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Alexander Reus, Esq., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.

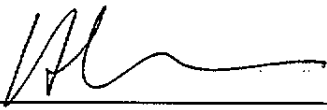
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

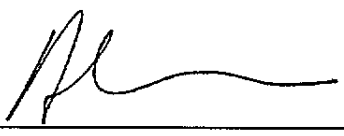
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of March, 2001.



Alexander Reus, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



ALEXANDER REUS; ESQ.