

P01000043139

CT CORPORATION SYSTEM

FILED
01 APR 30 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Burger Marine Services, Inc.

600004091316--6
-04/30/01--01024--022
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

4/30/01

Order#: 4223222
 Ref#: _____
 Amount: \$ _____

RECEIVED
 01 APR 30 AM 11:50
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

J. BRYAN APR 30 2001

ARTICLES OF INCORPORATION
OF
BURGER MARINE SERVICES, INC.

FILED
01 APR 30 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned, acting as incorporator of a corporation, adopts the following Articles of Incorporation for the corporation.

ARTICLE I

The name of this corporation shall be known as Burger Marine Services, Inc.

ARTICLE II

The corporation will be primarily engaged in boat building, marina facilities, and a marine services and supply business, however, it may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock shall be issued and transferable only to (a) natural persons, (b) estates, or (c) a trust defined in Section 1361(c)(2), or its successor section, of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE V

This corporation is authorized to issue a maximum of ten thousand (10,000) shares of stock. These shares of stock authorized shall all be common stock having One Dollar (\$1.00) par value. Additional consideration, if any, paid for each share of said common stock shall be determined by the shareholders at its initial meeting of shareholders of the corporation.

ARTICLE VI

The corporation's initial registered agent and registered office in the State of Florida is CT Corporation, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VII

The principal place of business and mailing address of the corporation is 1535 S.E. 17th Street, Suite 121, Fort Lauderdale, Florida 33316.

ARTICLE VIII

The number of directors may be altered from time to time by bylaws adopted by the stockholders, however, the corporation shall have no less than two directors at any time.

ARTICLE IX

The name and address of each member of the first board of directors is:

<u>Name</u>	<u>Address</u>
David Ross	1811 Spring Street Manitowoc, Wisconsin 54220
James M. Ruffolo	1811 Spring Street Manitowoc, Wisconsin 54220

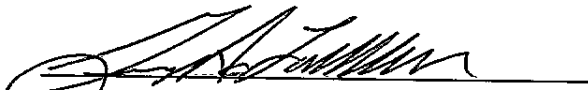
The members of the first board of directors shall hold office until the first annual meeting of the stockholders of the corporation.

In furtherance and not in limitation of the powers conferred by the laws of Florida, the board of directors is expressly authorized to frame and adopt any bylaws for the corporation not inconsistent with the laws of Florida or these Articles of Incorporation. Any bylaw or bylaws so adopted by the board of directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock or as the case may be at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose.

ARTICLE X

In the event the stockholders of the corporation file an election to be taxed pursuant to the S corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than fifty percent (50%) of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

THE UNDERSIGNED INCORPORATORS, for purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

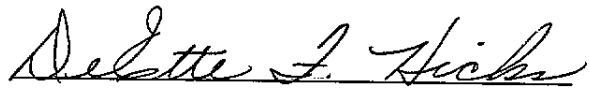


George A. LaMarca, Incorporator
LaMarca & Landry, P.C.
Walnut Grove Centre
1300 50th Street, Suite 104
West Des Moines, IA 50266

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I HEREBY CERTIFY, that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared George A. LaMarca, to me known to be the person described as incorporator in the foregoing Articles of Incorporation, and in my presence he executed said Articles of Incorporation.

27th WITNESS MY HAND at West Des Moines, Iowa, said County and State, this day of April, 2001.


Notary Public
My Commission Expires: 9-23-03

Acknowledgment of Registered Agent

Attached hereto and incorporated herein is the acknowledgment of CT Corporation by its authorized representative that it agrees to serve as the registered agent for the corporation in Florida.

CT CORPORATION SYSTEM,

By *Connie Biquen*
Its Representative

1200 South Pine Island Road
Plantation, Florida 33324
Telephone: 954-473-5503

FILED
01 APR 30 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA