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Cypressview Professional Center
2424 Enterprise Road
Suite "G"
Clearwater, Florida 33763

June 7, 2001

700004383267--7
-06/08/01--01039--008
*****75.00 *****75.00

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

700004383267--7
-06/08/01--01039--009
*****47.50 *****3.75

RE: TRITON MARINE OFFSHORE, INC.

Gentlemen:

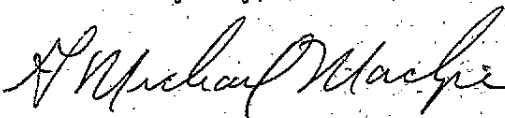
Please find enclosed the original and a copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed are checks in the amount of \$122.50 representing the charter tax, filing fees for the Articles of Incorporation and the appropriate sum for a certified copy of the Articles of Incorporation.

When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgement.

Your expedited handling and return is requested.

Thank you.

Yours very truly,


G. MICHAEL MACKENZIE

GMM/sm
Enclosures

2001 JUN -9 PM 4:56
TALLAHASSEE, FLORIDA

6/12/01

2001 JUN -8 PM 4:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRITON MARINE OFFSHORE, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is TRITON MARINE OFFSHORE, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 304 Hillpoint Dr., Palm Harbor, FL 34683, in Pinellas County, State of Florida. The registered agent at this address is Michael S. Nichols.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is commercial fishing and marine and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$.50 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
Michael S. Nichols 304 Hillpoint Dr. Palm Harbor, FL 34683	President
Dawn A. Kenyon 1376 Hillside Court Tarpon Springs, FL 34689	Vice Pres./Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Dawn A. Kenyon 1376 Hillside Court Tarpon Springs, FL 34689	500	\$250
Michael S. Nichols 304 Hillpoint Dr. Palm Harbor, FL 34683	500	\$250

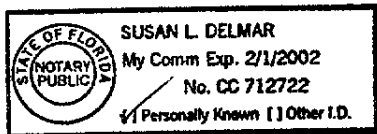
IN WITNESS WHEREOF, the undersigned have hereunto set their hands to the foregoing Articles of Incorporation for TRITON MARINE OFFSHORE, INC. this 26th day of April, 2001.

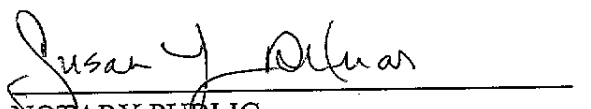

DAWN A. KENYON


MICHAEL S. NICHOLS

STATE OF FLORIDA
COUNTY OF PINELLAS

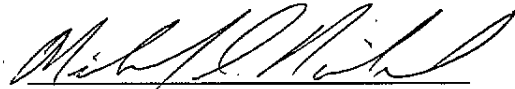
I HEREBY CERTIFY that on this 26 day of April, 2001, personally appeared DAWN A. KENYON and MICHAEL S. NICHOLS who are / are not personally known to me, or who presented _____ as identification.




NOTARY PUBLIC
My Commission Expires: 2/1/2002

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

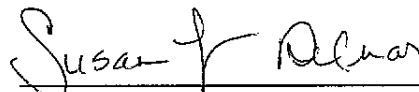
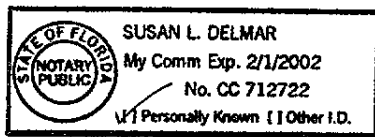
I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, TRITON MARINE OFFSHORE, INC.



Michael S. Nichols

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 26 day of April, 2001, personally appeared Michael S. Nichols, who is / is not personally known to me or who presented _____ as identification.



NOTARY PUBLIC

My Commission Expires: 2/1/2002

2001 JUN -8 PM 4:56
TALLAHASSEE FLORIDA