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DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)634-3694

FAX #: (305)633-9696

NAME: PEGASO MARINE INC.

DOC TYPE

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NOTE: PLEASE PRINT THIS PAGE AND

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N. Gulligan, JUL 10 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 10, 2001

EMPIRE

SUBJECT: PEGASO MARINE INC.
REF: W01000015760

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H01000079949
Letter Number: B01A00040584

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ARTICLES OF INCORPORATION

OF

PEGASO MARINE INC.

ARTICLE I

NAME

The name of the corporation shall be:

PEGASO MARINE INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

1219 Tequesta St.
Ft. Lauderdale, Florida 33312

ARTICLE III

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock

ARTICLE VI

QUORUM FOR STOCKHOLDERS MEETINGS

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Unless otherwise provided for in the Corporation's Bylaws, a

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majority of the shares entitled to vote, represented in person or by proxy, shall be require to constitute a quorum at a meeting of shareholders.

**ARTICLE VII
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and street address of the initial registered agent is:

Tim A. Shane Esq.
2255 Glades Road Suite 236 West
Boca Raton, Florida 33431

**ARTICLE IX
INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Mr. Michael Wasilewski
1219 Tequesta St.
Ft. Lauderdale, Florida 33312

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially, The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Mr. Michael Wasilewski
1219 Tequesta St.
Ft. Lauderdale, Florida 33312

**ARTICLE XI
INDEMNIFICATION**

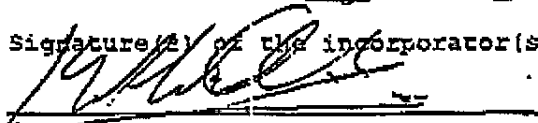
The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII
LIMITATIONS ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 5 day of July, 2001.

Signature(s) of the incorporator(s)



Mr. Michael Wasilewski

Typed Name of Incorporator

Typed Name of Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: PEGASO MARINE INC.
2. The name and address of the registered agent and office is:

Tim A. Shane, Esq.
2255 Glades Road, Suite 236 West
Boca Raton, Florida 33431

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 7/11/01

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