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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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01 AUG - 6 AM 7:24
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MERSEA SHIPS III, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION
OF
MERSEA SHIPS III, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is: MERSEA SHIPS III, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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ARTICLE VI.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: 929 Crandon Boulevard, Key Biscayne, Florida 33149, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 929 Crandon Boulevard, Key Biscayne, Florida 33149.

ARTICLE VIII.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

JOHN H. FARO
P.O. Box 1492
Key Biscayne, Florida 33149

ARTICLE IX.

The name and address of the person or entity signing these Articles of Incorporation is:

MELVIN F. FRANKEL
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE X.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of August, 2001.

MERSEA SHIPS III, INC., a Florida corporation.

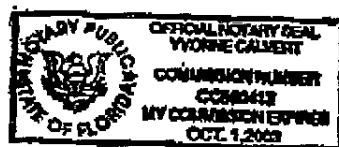
By: 


MELVIN F. FRANKEL, Organizer

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared MELVIN F. FRANKEL, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 6th day of August, 2001 in the County and State aforesaid.




Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: C0260413
My Commission expires: 10/1/03

AUG-06-2001 15:50

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT MERSEA SHIPS III, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 929 CRANDON BOULEVARD, KEY BISCAVNE, FLORIDA 33149, HAS NAMED COPROLITE CORPORATION, LOCATED AT 2130 SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

MERSEA SHIPS III, INC., a Florida corporation.

BY: MELVIN F. FRANKEL, Organizer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida corporation.

By: MELVIN F. FRANKEL, President
Dated: August 6, 2001.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, to me well known, personally appeared MELVIN F. FRANKEL, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 6th day of August 6, 2001, in the County and State aforesaid.



Yvonne Calvert
Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: CC060413
My Commission expires: 10/1/03

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