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TRANSMITTAL LETTER

02 JAN-9 PM 12: 42
TALLAHASSEE, FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

000004763640--2 -01/10/02--01013--002 *****78.75 *****78.75

Subject: ABOVE & BELOW, INC.

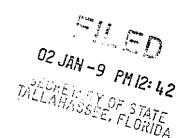
Enclosed is an original and (1) copy of the articles of incorporation and a check for \$78.75 to cover the filing fee and certificate.

FROM: Marcia deR. Barth 1100 37th Street, Gulf Marathon, Florida 33050

305 731-7872 Daytime phone

DB1/14/02 WOZ-1056

ARTICLES OF INCORPORATION FOR ABOVE & BELOW, INC.



The undersigned acting as incorporators of a corporation under the Florida General Corporation Act adopt the following Articles of Incorporation for their corporation.

ARTICLE I.

The name of the corporation shall be ABOVE & BELOW, INC.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be: 1100 37th Street, Gulf Marathon, Florida 33050

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 with a par value of \$1.00 per share. The holders of the outstanding common stocks shall be entitles to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the stock of the corporation. Shares of the corporation shall not be divided into classes.

ARTICLE IV.

The name and address of the initial registered agent is: Marcia deR. Barth, 1100 37th Street, Gulf, Marathon, Florida 33050.

ARTICLE V.

The names and street addresses of the incorporators to these Articles of Incorporation are: Marcia deR. Barth
1100 37th Street, Gulf
Marathon, Florida 33050

Whorton T. Johnson, III 1100 37th Street, Gulf Marathon, Florida 33050

The incorporators shall serve as the initial directors of the corporation.

ARTICLE VI.

The purpose for which this corporation is organized is to do marine maintenance and repairs and generally to do all things necessary, pertinent, or convenient to the purposes herein stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida Corporate Law or by any other law, or by these Articles of Incorporation, and to carry out the said purpose in any State, Territory, District, or possession of the United States, or in any foreign country.

The undersign	ned incorporators have executed these day of January	ion this
Maucea Marcia de R. 1	del. Barle	
M/0 -	f-Tale	

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



The name of the corporation is ABOVE & BELOW, INC.

The name and address of the registered agent and office is:

Marcia deR. Barth 1100 37th Street, Gulf Marathon, Florida 33050

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.

Date January 74 2002