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*Law Offices of
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BOARD CERTIFIED
ADMIRALTY & MARITIME LAW

March 4, 2002

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-03/06/02--01051--004
*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: FLATS BROKE, INC.

Dear Sir or Madam:

Enclosed herein please find the Articles of Incorporation for Flats Broke, Inc., to be filed along with the Certificate Designating Registered Agent. Further, we enclose our check in the amount of \$70.00 representing the filing fee. Please return the copy enclosed with your date stamp affixed thereto.

Thank you for your attention herein. If you have any questions in this regard, please contact our office.

Very truly yours,

SANDY HOGUE
Secretary to John W. Merting

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -6 PM 12:46

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Enclosures

**ARTICLES OF INCORPORATION OF
FLATS BROKE, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is FLATS BROKE, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on March 1, 2002,
the date of execution hereof.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is as follows:
To manage, control, and operate a fishing vessel and marine business enterprise.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock.

ARTICLE V. PREEMPTIVE STOCK

Stockholders shall have preemptive rights to buy stock except as may otherwise be
provided by the Board of Directors.

**ARTICLE VI. PRINCIPAL OFFICE, INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is Suite 39 - Harbourn, 913 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the initial registered office of this corporation is Suite 39 - Harbourn, 913 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is John W. Merting. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John W. Merting	Suite 39 - Harbourn 913 Gulf Breeze Parkway Gulf Breeze, FL 32561
M. W. Myers	52 Baybridge Drive Gulf Breeze, FL 32561

There shall be a minimum of one director and a maximum of two directors.

ARTICLE VIII. INCORPORATORS

The name and street address of the Incorporators to these Articles of Incorporation is as follows:

NAME

John W. Merting

ADDRESS

Suite 39 - Harbortown
913 Gulf Breeze Parkway
Gulf Breeze, FL 32561

M. W. Myers

52 Baybridge Drive
Gulf Breeze, FL 32561

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles of Incorporation and does certify that the facts contained herein are true.


JOHN W. MERTING


M. W. MYERS

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME, the undersigned Notary Public, in and for said State and County, appeared JOHN W. MERTING, personally known to me, or who presented _____ as identification, one of the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known to me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe and acknowledge the foregoing Articles of Incorporation as his voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of February, 2002.

Judith L. Chatfield
NOTARY PUBLIC, STATE OF FLORIDA

JUDITH L. CHATFIELD

JUDITH L. CHATFIELD (print name of notary)

"Notary Public-State of Florida"

Comm. Exp. June 28, 2002

Comm. No. CC 749213

My commission expires: JUNE 28, 2002

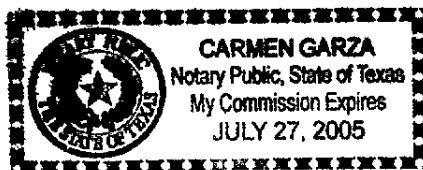
My commission number: CC 749213

STATE OF TEXAS

COUNTY OF TRAVIS

BEFORE ME, the undersigned Notary Public, in and for said State and County,
appeared M. W. MYERS, personally known to me, or who presented FLORIDA DL M620-559
40-383-0 as identification, one of the subscribing incorporator to the foregoing Articles
of Incorporation, to me well known, and known to me to have executed the foregoing
Articles of Incorporation and acknowledged and declared that he did make, execute,
subscribe and acknowledge the foregoing Articles of Incorporation as his voluntary act and
deed for the purpose of forming a body corporate, pursuant to and under the provisions of
the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts
set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8 day
of February, 2002.



Carmen Garza
NOTARY PUBLIC, STATE OF Texas

CARMEN GARZA
(print name of notary)

My commission expires: July 27, 2005
My commission number: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That FLATS BROKE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Gulf Breeze, Florida, County of Santa Rosa, State of Florida, has named John W. Merting as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

JOHN W. MERTING
(Registered Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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