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PO20000037720

March 26, 2002

FILED
02 APR - 1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Articles of Incorporation of
Sea Master Marine, Inc.

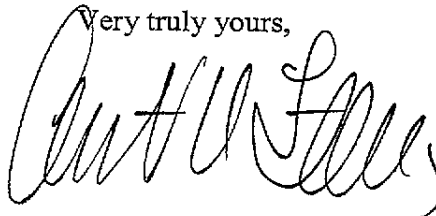
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Sea Master Marine, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh
Enc.

MI 518220_1

One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SEA MASTER MARINE, INC.**

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation is SEA MASTER MARINE, INC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the corporation shall be 2360-A West 76th Street, Hialeah, Florida 33016.

ARTICLE III -- DURATION

The corporation shall have perpetual existence.

ARTICLE IV -- PURPOSE

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

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora, Esq.
201 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

ARTICLE VII -- INITIAL BOARD OR DIRECTORS

This corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial Directors of this corporation are as follows:

Justo L. Lamar	2360-A West 76 th Street Hialeah, Florida 33016
Arturo M. Barbeito	4967 SW 74th Court Miami, Florida 33155
Blas R. Casares	2360-A West 76 th Street Hialeah, Florida 33016
Jose A. Peralta	8445 SW 5th Street Miami, Florida 33144
Antonio R. Zamora	1408 Brickell Bay Drive, Suite 1211 Miami, Florida 33131

ARTICLE VIII -- OFFICERS

The names, addresses and positions of the initial officers of the corporation are set forth below and such persons shall hold such offices until their successors are elected by the Board of Directors:

Justo L. Lamar	President
Jose Peralta	Vice-President
Antonio R. Zamora	Treasurer-Secretary

ARTICLE IX -- BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by the Board of Directors.

ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI -- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 XII -- INCORPORATOR

The name and the address of the person signing these Articles is as follows:

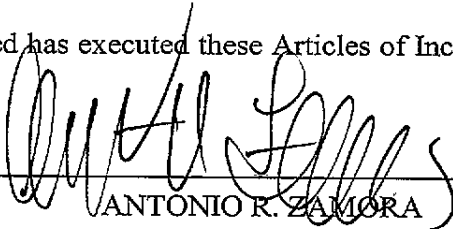
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ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26 day of March, 2002.



ANTONIO R. ZAMORA
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this this 26 day of March, 2002.



ANTONIO R. ZAMORA