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LAW OFFICES

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\*Board Certified Civil Trial Attorney  
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October 11, 2002

2002 OCT 16 AM 10 10

FILED

Secretary of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

200008403952--6  
-10/16/02--01071--003  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: The Marine Group Gulf Coast, Inc./General Corporate**

Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a money order in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
DONALD J. FREEMAN

DJF/sdt  
Encls.

cc: Ms. Margie Roberts, w/enclosure

10-17-02  
J

**ARTICLES OF INCORPORATION**  
**OF**  
**THE MARINE GROUP GULF COAST, INC.**

FILED  
2002 OCT 16 AM 10:10  
TALLAHASSEE, FLORIDA

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

Name: The name of the corporation is **THE MARINE GROUP GULF COAST, INC.**

**ARTICLE II**

Duration: This corporation shall exist perpetually.

**ARTICLE III**

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

Capital Stock: This corporation is authorized to issue 10,000 shares of capital stock. 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.

**ARTICLE V**

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 2401 PGA Blvd., Suite 164, Palm Beach Gardens, Florida 33410 and the registered agent is Donald J. Freeman.

The street address of the principal office of the corporation is 2401 PGA Blvd., Suite 164, Palm Beach Gardens, Florida 33401.

#### **ARTICLE VI**

**Pre-Emptive Rights:** Each shareholder, 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 prices at which it is offered to others.

#### **ARTICLE VII**

**Initial Board of Directors:** 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. The name and address of the initial director of the corporation is as follows:

William D. Thompson

2401 PGA Blvd., Suite 164  
Palm Beach Gardens, Florida 33410

#### **ARTICLE VIII**

**Incorporators:** The name and address of the person signing these Articles is Margaret P. Roberts, 2401 PGA Blvd., Suite 164, Palm Beach Gardens, Florida 33410.

#### **ARTICLE IX**

**By-Laws:** The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### **ARTICLE X**

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

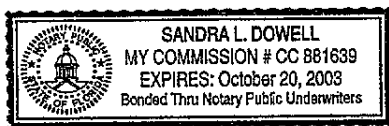
IN WITNESS WHEREOF, the undersigned has made and subscribed these  
Articles of Incorporation at Palm Beach Gardens, Florida this 10 day of October, 2002.

Margaret P. Roberts  
MARGARET P. ROBERTS

STATE OF FLORIDA                     )  
  )  
COUNTY OF PALM BEACH         )

BEFORE ME, the undersigned authority, personally appeared **MARGARET P. ROBERTS**, to me well known to be the person described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that she made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county and state last aforesaid this 10 day of October, 2002.



Sandra L. Dowell  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_

Personally Known ✓ OR Produced Identification \_\_\_\_\_

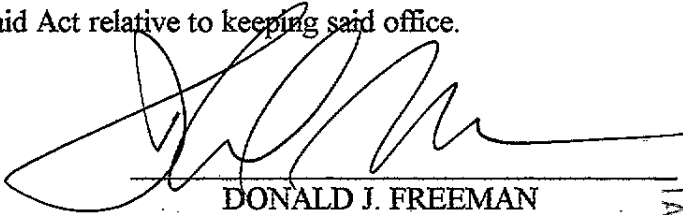
Type of Identification Produced \_\_\_\_\_

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**FIRST: THE MARINE GROUP GULF COAST, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Palm Beach Gardens, Palm Beach County, State of Florida, has named Donald J. Freeman as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping said office.

  
DONALD J. FREEMAN

STATE  
TALLAHASSEE, FLORIDA  
2002 OCT 16 AM 10:10

FILED