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To:

Division of Corporations
Fax Number : (850)205-0381

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Account Name : EMPIRE CORPORATE KIT COMPANY
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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

eight bells marine, inc.

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DEPT. OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

Eight Bells Marine, Inc.

(4)

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Eight Bells Marine, Inc. located at 2019 SW 20th Street #300 Ft. Lauderdale, Fl 33315

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series is that which he already holds, shall have the right to purchase 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this 2019 SW 20th Street #300 Ft. Lauderdale, Fl 33315 and the name of the initial registered agent of this corporation at that address is Don Johnson

PREPARED BY:

ERIC YANKWITT
500 S.E. 17TH STREET, SUITE 220
FT. LAUDERDALE, FLORIDA 33316
(954) 763-2829

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME: Don Johnson

ADDRESS: 2019 SW 20th Street #300 Ft. Lauderdale, Fl 33315

NAME: Cathy Johnson

ADDRESS: 2019 SW 20th Street #300 Ft. Lauderdale, Fl 33315

VIII - INCORPORATOR

The name and address of the person signing these Articles is Don Johnson 2019 SW 20th Street #300 Ft. Lauderdale, Fl 33315

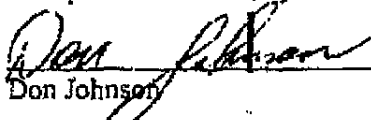
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 Day of , 2003


Don Johnson

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

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First that Eight Bells Marine, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of BROWARD, State of Florida has named Don Johnson located at 2019 SW 20th Street #300 Ft. Lauderdale, FL 33315, county of BROWARD, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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

By: Don Johnson
Don Johnson, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Don Johnson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid this day of

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

NOTARY PLEASE CHECK ONE:

() PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.

() PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION

TYPE: _____

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