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From:

Account Name : REDGRAVE & TURNER LLP
Account Number : 120020000007
Phone : (561) 347-1700
Fax Number : (561) 391-9944

FLORIDA PROFIT CORPORATION OR P.A.

REDLINE MARINE SERVICING & ENGINE ROOM MANAGEMENT COR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REDLINE MARINE SERVICING & ENGINEER ROOM MANAGEMENT CORP.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of REDLINE MARINE SERVICING & ENGINEER ROOM MANAGEMENT CORP., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is REDLINE MARINE SERVICING & ENGINEER ROOM MANAGEMENT CORP. and the street address of the initial principal office of the Corporation is 647 Coconut Drive, #B, Fort Lauderdale, Florida 33315.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of \$.001 par value Common Stock.

PREPARED BY: Gerald W. Gitter, Esquire
Redgrave & Turner, LLP
120 East Palmetto Park Road, Suite 450
Boca Raton, Florida 33432
(561) 347-1700
Florida Bar No. 0282170

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432, and the name of the initial Registered Agent of the Corporation at that address is Redgrave & Turner LLP.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

Solay Lor Buchanan

647 Coconut Drive, #B
Fort Lauderdale, Florida 33315

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, Redgrave & Turner LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of September, 2003.

A handwritten signature in cursive script, appearing to read "Gerald W. Gritter", written over a horizontal line.

GERALD W. GRITTER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as Registered Agent to accept service of process for REDLINE MARINE SERVICING & ENGINE ROOM MANAGEMENT CORP. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

REDGRAVE & TURNER LLP,
Initial Registered Agent

Dated: September 24, 2003

By:



GERALD W. GRITTER, Partner

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