

MAILING ADDRESS

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EXECUTIVE STAFF
BARBARA A. RANTA

GENE MOORE
LAWYER

OFFICE LOCATION

FIRST FINANCIAL PLAZA, SUITE 409
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

October 31, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

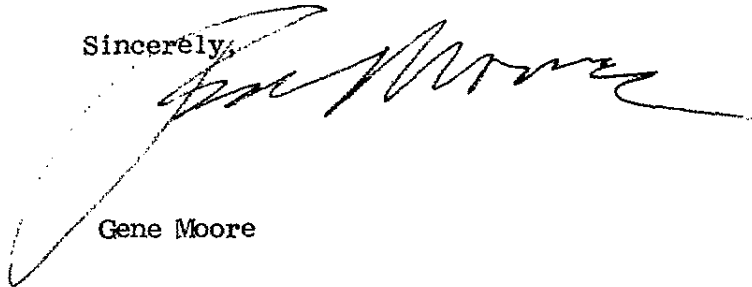
Re: Articles of Incorporation
Southern Marine Towing, Inc

Enclosed herewith please find the following documents relative the above captioned:

1. Original Articles of Incorporation to be filed with the Division of Corporation, together with copy requested to be returned in self addressed stamped envelope herewith.
2. Check in the amount of \$70.00 covering cost of filing said Articles.

Thank you for your assistance in this matter.

Sincerely,



Gene Moore

GM/bar

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHERN MARINE TOWING, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as in incorporation in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I.

The name of the Corporation is: SOUTHERN MARINE TOWING, INC.

ARTICLE II.

The street address of the principal office of the Corporation is:

720 Rider Road
Boynton Beach, Florida 33435

ARTICLE III.

The maximum number of shares this Corporation is authorized to issue is SIXTY (60) no par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which the shareholders have the right to vote.

ARTICLE IV.

The initial street address of the Corporations's registered office is:

720 Rider Road
Boynton Beach, Florida 33435.

The initial registered Agent for the Corporation at that address is:

Timothy R. Pooler.

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SECRETARY OF STAT
TALLAHASSEE, FLORIDA

ARTICLE V.

The initial Board of Directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one (1). The names and addresses of the persons who will serve on the initial Board of Directors are:

Timothy R. Pooler
720 Rider Road
Boynton Beach, Florida 33435

Gene Moore, Lawyer
639 E Ocean Avenue
Boynton Beach, Florida 33435

ARTICLE VI:

The names and street address of the persons signing these Articles of Incorporation are:

Timothy R. Pooler
720 Rider Road
Boynton Beach, Florida 33435

Gene Moore, Lawyer
639 E Ocean Avenue
Boynton Beach, Florida, 33435

ARTICLE VII.

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

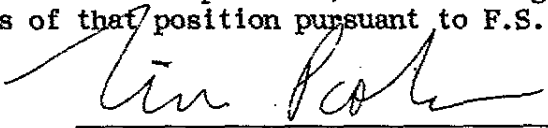
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, on October 31, 2003


TIMOTHY R. POOLER


GENE MOORE

ACCEPTANCE OF REGISTERED
AGENT

Having been named to accept service of process of SOUTHERN MARINE TOWING, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


TIMOTHY R. POOLER

Dated this ____ day of 31st day of October, 2003