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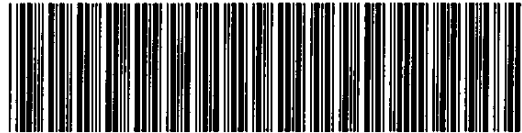
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 6 2006

JOHN W. KEARNS, P. A.

ATTORNEY

431 GERONA AVENUE

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 371-4044

FAX (305) 666-4699

December 4, 2006

VIA FEDEX

(Tracking No: 8499 0651 4267)

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

Re: ***Kearns Marine Construction, Inc.***

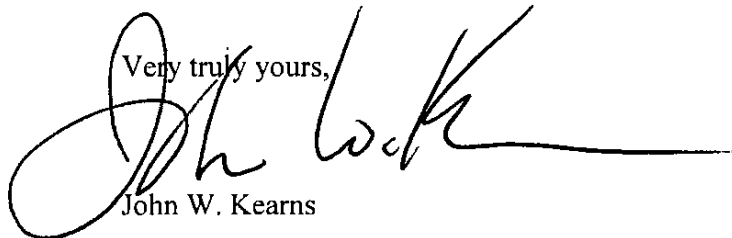
Dear Sir or Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of the above-referenced corporation, including Designation of Resident Agent;
2. Consent from Kearns Construction Company, a Florida corporation, to the use of Kearns Marine Construction, Inc.; and
3. Check payable to the Florida Department of State in the amount of \$78.75, covering the filing fee and a certified copy. We have included a stamp addressed envelope for the return of the certified copy.

Should you have any questions, you may contact us at the above-referenced telephone number.

Very truly yours,



John W. Kearns

/ab

Enclosures

CONSENT TO NAME

Kearns Construction Company, a Florida corporation, hereby consents to Kearns Marine Construction Company, Inc. to use the name Kearns Marine Construction Company, Inc.

Dated: December 4, 2006

KEARNS CONSTRUCTION COMPANY

By: 

Charles S. Kearns
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEARNS MARINE CONSTRUCTION, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be:

KEARNS MARINE CONSTRUCTION, INC.

The address of the principal office of this corporation shall be 4101 Braganza Avenue, Miami, FL 33131, and the mailing address of the corporation shall be the same.

ARTICLE II – NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activate or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV – REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 431 Gerona Avenue, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is John W. Kearns.

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Charles S. Kearns	4101 Braganza Avenue Miami, FL 33131
John W. Kearns, III	4101 Braganza Avenue Miami, FL 33131
James Brockton Sullivan	22550 S.W. 147 th Avenue Miami, FL 33170

ARTICLE VII – OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed is:

Charles S. Kearns President

ARTICLE VIII – SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX – INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation
is:

John W. Kearns
431 Gerona Avenue
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned agent of Kearns Marine Construction,
Inc., has hereunto set his hand and seal this 4 day of December, 2006.

By: 

John W. Kearns, Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John W. Kearns, a licensed attorney in the State of Florida authorized to transact business in this State, having a business office identical with the registered offices of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

John W. Kearns