

**Electronic Articles of Incorporation
For**

P08000005329
FILED
January 15, 2008
Sec. Of State
bmcknight

GDL OFFSHORE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GDL OFFSHORE, INC.

Article II

The principal place of business address:

601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

The mailing address of the corporation is:

601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

GEORGE J DRAMIS
601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: GEORGE J DRAMIS

Article VI

The name and address of the incorporator is:

GEORGE J DRAMIS
601 SOUTH OSPREY AVENUE

SARASOTA, FL 34236

Incorporator Signature: GEORGE J DRAMIS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID E GURLEY
601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

Title: VP
GEORGE J DRAMIS
601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

Title: T
CONRAD J LAZO
601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236

Title: S
PAUL OLAH JR
601 SOUTH OSPREY AVENUE
SARASOTA, FL. 34236