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* Federal Tax Counsel to the Firm Admitted in Ohio Only, Practice Limited to Matters of Federal Tax Law : armonou (1 *150; 100 1 *3) - --85/(10/95 - 010/25--01) ++++1/2,50 - ++++1/2,50

May 2, 1995

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Pilot Marine Services Holdings, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	35.00
TOTAL	\$122.50

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Secretary of State Division of Corporations May 2, 1995 Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

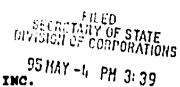
Sincerely,

MAYER & SAUERBERG

Eric M. Sauerberg

EMS:cr Enclosures

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ARTICLES OF INCORPORATION OF PILOT HARINE SERVICES HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is PILOT MARINE SERVICES HOLDINGS, INC.

ARTICLE TWG

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 624 St. Lucie Crescent, #301, Stuart, Florida 34994, and the name of the initial Registered Agent at that address is JOHN H. KUNKEL, III

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

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Addrena

JOHN H. KUNKEL, III

624 St. Lucio Croscont #301 Stuart, Florida 34994

ARTICLE SEVEN

- 7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.
- 7.02 The name and address of the member of the first Board of Directors is:

Name

Address

JOHN H. KUNKEL, III

624 St. Lucie Crescent

#301

Stuart, Florida 34994

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 20th day of APLIL______, 1995.

JØHN H. KUNKEL, III

Incorporator

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 H day of ACCL, 1995 by JOHN H. KUNKEL, III, who is personally known to me or who produced the identification indicated above his signature, and who did () or did not () take an oath.

ERIO M BAUE RITERO
My Commencio CC438888
Expres Fab. 14, 1999
Hondard by HAI
800-422-1855

Notary Public Printed Name:

My Commission Expires: My Commission Number:

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TUEN FILED TATE CORPORATIONS CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DONICILE 95 HAY -4 PH 3:39 FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PILOT MARINE SERVICES HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 624 St. Lucie Crescent, #301, Stuart, Florida 34994.

Second, named JO'N H. KUNKEL, III located at 624 St. Lucie Croscent, #301, Stuart, Florida 34994, as its Agent to accept service of process within Florida.

Incorporator

DATE: APILLL 20 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.

JOHN H. KUNKEL,

Registered Agent

DATE: APRIL 20,1995

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