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EARL E. MAYER, JR.*
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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

RECEIVED - PILOT MARINE SERVICES HOLDINGS, INC.
MAY 10 1995 - 11 02 AM - 4017
***122.50 ***122.50

May 2, 1995

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 3:39

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	<u>35.00</u>
TOTAL	\$122.50

dB 5/8/95

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

A handwritten signature in dark ink, appearing to read "E. Sauerberg", with a long, sweeping horizontal stroke extending to the right.

Eric M. Sauerberg

EMS:cr
Enclosures

kunkel\ltrs\art-sos2.ltr

**ARTICLES OF INCORPORATION
ON
PILOT MARINE SERVICES HOLDINGS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 3:39

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 TWO

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:

<u>Name</u>	<u>Address</u>
JOHN H. KUNKEL, III	624 St. Lucie Crescent #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:

<u>Name</u>	<u>Address</u>
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 APRIL, 1995.

By: 
JOHN H. KUNKEL, III
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th
day of APRIL, 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.



ERNO M SAUERHERR
My Commission CC438888
Expires Feb. 14, 1999
Bonded by HAI
800-422-1855

A handwritten signature in cursive script, appearing to read "Erno M. Sauerherr", written over a horizontal line.

Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

kunkel\docs\art.inc

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 3:39

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. Lucia Crescent, #301, Stuart, Florida 34994.

Second, named JOHN H. KUNKEL, III located at 624 St. Lucia Crescent, #301, Stuart, Florida 34994, as its Agent to accept service of process within Florida.


JOHN H. KUNKEL, III,
Incorporator

DATE: APRIL 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, III
Registered Agent

DATE: APRIL 20, 1995