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111 GREAT NECK ROAD
SUITE 302
GREAT NECK, NEW YORK 11021

TEL (516) 466-0330
FAX (516) 466-7420

June 14, 1995

918 MIDDLE RIVER DRIVE
SUITE 410
FT. LAUDERDALE, FL 33304

TEL (305) 564-1550

VIA FEDERAL EXPRESS

Ms. Karen Gibson
New Filings Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001519816
-06/21/95--01095--013
****140.00 ****140.00
122.50 122.50

Re: Four Winds Maritime Group, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation, Certification of Acceptance of Appointment as Registered Agent for the above referenced entity. Also, included is a notarized statement for each document.

Also, enclosed is a check for \$122.50 to cover fees associated with the filing of these materials.

Please return to our New York office a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,

Mark A. Berlin

6-14
MAB:mfp
Enclosures

SDG

95 JUN 14 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
FOUR WINDS MARITIME GROUP, INC.**

FILED
55 JUN 14 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

The name of the corporation shall be Four Winds Maritime Group, Inc.

ARTICLE II

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. This Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of one class of stock: Class A consists of two hundred shares (200) of common no par non-voting stock.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLE VI

NO PRE-EMPTIVE RIGHTS

No holder of shares of the capital stock of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the

Board of Directors may from time to time fix; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may as the Board of Directors shall determine be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VII

INITIAL CORPORATE ADDRESS AND

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 2217 Columbus Boulevard, Coral Gables, Florida 33134.

The street address of the initial registered office of this Corporation is 23433 Alzira Circle, Boca Raton, Florida 33433

and the name of the initial Registered Agent of this Corporation at that address is Mark A. Berlin.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The name and address of the initial director of this Corporation is:

Robert A. Chester
2217 Columbus Boulevard
Coral Gables, Florida 33134

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Mark A. Berlin
23433 Alzira Circle
Boca Raton, Florida 33433

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XI

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporators, of the Shareholders and of the Board of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner or upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the bylaws.

(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or

interested in such contract, act or transaction or in any way connected with such person or persons, firm association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) Subject always to bylaws made by the Shareholders, the Board of Directors may make bylaws and from time to time alter, amend or repeal any bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

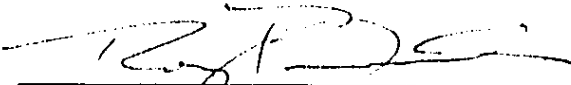
IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 13th day of June, 1995.


Mark A. Berlin

STATE OF NEW YORK)
)
COUNTY OF NASSAU) SS:

BEFORE ME, the undersigned officer, this day personally appeared Mark A. Berlin to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 13th day of June, 1995.



Notary Public
State of New York

ROY BERLIN
Notary Public, State of New York
No. 31-0269731
Qualified in ~~Albany~~ *of Nassau* County
Commission Expires Nov. 30, 1995

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

I, Mark A. Berlin, hereby accept the appointment as registered agent for Four Winds Maritime Group, Inc.



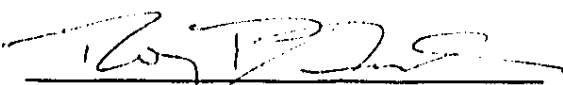
Mark A. Berlin

Dated: June 13, 1995

STATE OF NEW YORK)
)
COUNTY OF NASSAU) ss:

BEFORE ME, the undersigned officer, this day personally appeared Mark A. Berlin to me well known and well known to me to be the person described in and who subscribed his name to the Statement of Acceptance of Appointment as Registered Agent and acknowledged before me that he executed said Statement of Acceptance for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 13th day of June, 1995.



Notary Public
State of New York

ROY BERLIN
Notary Public, State of New York
No. 31-0283731
Qualified in Nassau County
Commission Expires Nov. 30, 1995