



ACCOUNT NO. : 072100000032

REFERENCE : 638487 140454A

AUTHORIZATION :

COST LIMIT : 9 PPD

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-07/13/95--01004--020
****122.50 ****122.50

ORDER DATE : July 12, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 638487

CUSTOMER NO: 140454A

CUSTOMER: Margee Ryder, Legal Assistant
OLLE MACAULAY & ZORRILLA, P.A.

1402 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: MARINE MATRIX CORPORATION
FL

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUL 13 1995

95 JUL 13 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
MARINE MATRIX CORPORATION

FILED
95 JUL 13 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Marine Matrix Corporation. Its business mailing address is 800 West Avenue, Suite 729, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply

with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

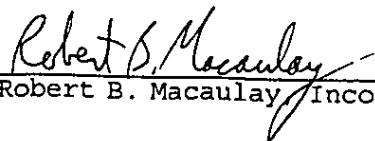
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Louis F. Petrole	800 West Avenue, Suite 729 Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:


<u>Name</u>	<u>Address</u>
Robert B. Macaulay	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131


Robert B. Macaulay, Incorporator

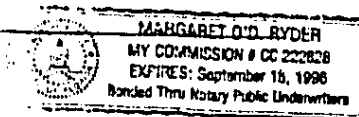
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Marine Matrix Corporation were acknowledged before me this 11th day of July,

1995, by Robert B. Macaulay, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires:

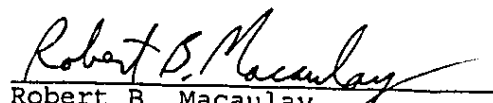


(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Marine Matrix Corporation at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 11, 1995


Robert B. Macaulay

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