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'ADMITTED
FLORIDA & LOUISIANA

July 13, 1995

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OF COUNSEL
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Anderson Marine, Inc.

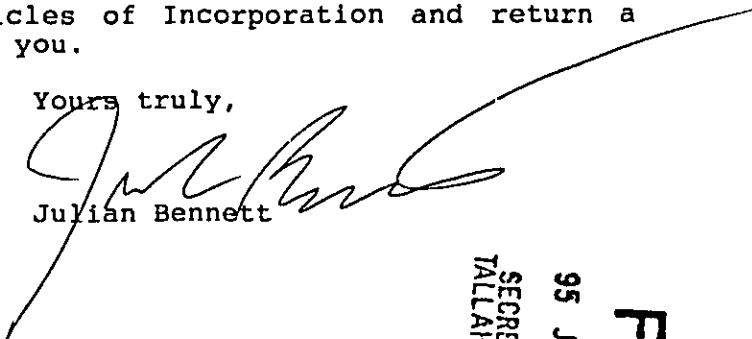
Dear Sir or Madam:

I am enclosing herewith the original and a copy of proposed Articles of Incorporation for the above-referenced new corporation, together with a check in favor of the Secretary of State in the amount of \$122.50 for following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
	\$122.50

Please file these Articles of Incorporation and return a certified copy to me. Thank you.

Yours truly,


Julian Bennett

JB/bjm

Enclosure: as stated

M. HENDRICKS JUL 16 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
ANDERSON MARINE, INC.

FILED
95 JUL 14 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Anderson Marine, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - PRINCIPAL CORPORATE OFFICE

The street address of the principal office of this corporation is:

1904 Lisenby Avenue, Panama City, Florida 32405

The mailing address of the corporation is 1904 Lisenby Avenue, Panama City, Florida 32405.

ARTICLE V - CAPITAL STOCK

The number of shares the corporation is authorized to issue is 100 shares of One Dollar (\$1.00) par value common stock. Every certificate representing shares in the corporation shall state thereon that said shares of stock are restricted as to sale, disposition or other transfer, and that the secretary of the

corporation will furnish to any shareholder upon request and without charge, a full statement of such restrictions, in accordance with Florida Statutes 607.067(3).

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - REGISTERED OFFICE OF CORPORATION

The name and street address of the initial registered agent and office of this corporation is:

Michael L. Anderson
1904 Lisenby Avenue
Panama City, Florida 32405

ARTICLE VIII - INCORPORATOR

The names and addresses of each Incorporator are:

Name	Address
Michael L. Anderson	1904 Lisenby Avenue Panama City, Florida 32405

ARTICLE IX- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Michael L. Anderson - President and Director
1904 Lisenby Avenue
Panama City, Florida 32405

Sherry Anderson - Vice-President and Director
1904 Lisenby Avenue
Panama City, Florida 32405

Sherry Anderson - Secretary

Sherry Anderson - Treasurer

ARTICLE X - RESTRICTION ON AUTHORITY TO
MORTGAGE OR PLEDGE ASSETS

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred percent (100%) of the shares of the corporation entitled to vote thereon and not otherwise.


ARTICLE XI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in any special, any regular, or any annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law. (FS § 607.0820(4)).

ARTICLE XII - INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 12th day of July, 1995.


MICHAEL L. ANDERSON
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL L. ANDERSON, to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same.

WITNESS my hand and official seal this 12th day of July, 1995.


Barbara J. Moreau
NOTARY PUBLIC
My Commission Expires: 05/09/99




BARBARA J MOREAU
My Commission CC 461218
Expires May. 09, 1999
Bonded by HAI
1 800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Anderson Marine, Inc.
2. The name and address of the registered agent and office is:

Michael L. Anderson
1904 Lisenby Avenue
Panama City, Florida 32405



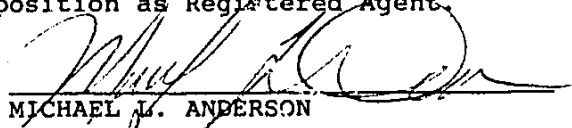
MICHAEL L. ANDERSON
President

July 11, 1995
Date

95 JUL 14 PM 9 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL L. ANDERSON

July 11, 1995
Date