

ARTICLES OF INCORPORATION
OF
DOLPHIN MARINE OF SOUTH FLORIDA, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

DOLPHIN MARINE OF SOUTH FLORIDA, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this Corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

ARTICLE III. PRINCIPAL OFFICE

The principal office and place of business of the corporation, with the privilege of having additional offices at other places within the state of Florida, and within or without the United States of America shall be at:

1069 S.W. 40th Court, Davie, FL 33328

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation and its initial registered agent shall be:

JOSEPH R. GIARAMITA, ESQ.
2016 Harrison Street
Hollywood, FL 33020

ARTICLE V. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of Directors serving on the Initial Board of Directors. The number of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be three (3) and the name and address of each person who is to serve as a member thereof is as follows:

GARY TABB, PRESIDENT
10960 S.W. 40th Court
Davie, FL 33328

MILDRED PETRILLO, V. PRES.
10960 S.W. 40th Court
Davie, FL 33328

JOSEPH PETRILLO, SECRETARY/TREASURER
10960 S.W. 40th Court
Davie, FL 33328

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock at \$1.00 par value. There shall be only one class of shares.

ARTICLE VII. INCORPORATORS

The names and addresses of each incorporator are as follows:

JOSEPH PETRILLO
10960 S.W. 40th Court
Davie, FL 33328

ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others.

ARTICLE IX. REMOVAL OF COMMITTEES

Any or all Directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by Resolution, adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such Resolution shall have and may exercise all of the authority of the Board Directors, except such acts set forth in Section 607.0825, Florida Statutes.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the Directors or all of the members of the Committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a Corporation of this nature, under the laws of the State of Florida, may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XIV. OFFICERS

The Officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

ARTICLE XV. DURATION OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these ARTICLES OF INCORPORATION by the Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 28 day of July, 1995.

Joseph Petrillo
Incorporator

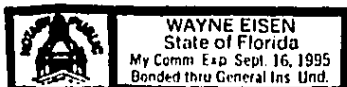
State of Florida
County of Broward

Before me, the undersigned authority, personally appeared JOSEPH PETRILLO, to me known as the person described in and who executed and subscribed to the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28 day of July, 1995.

Wayne Eisen
NOTARY PUBLIC,
STATE OF FLORIDA

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, THAT, DOLPHIN MARINE OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Davie, Broward County, State of Florida, has named JOSEPH R. GIARAMITA, ESQ., located at 2016 Harrison Street, Hollywood, FL 33020 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.



JOSEPH R. GIARAMITA, ESQ.