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January 16, 1996

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01/16/96-UTUGB-020  
\*\*\*\*122.50 \*\*\*\*122.50

Office of the Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

RE: Filing of Articles of Incorporation  
for McMarine Enterprises Company

Gentlemen:

Enclosed herewith you will find an original and one copy of duly executed articles of incorporation for McMarine Enterprises Company which we would like to file with your office.

In addition thereto you will find enclosed herewith a money order in the sum of \$122.50 payable to your office for the requisite filing fee.

After the enclosed articles of incorporation have been processed it would be greatly appreciated if you would be good enough to send the copy to my office by express mail.

I am enclosing a prepaid self addressed stamped envelope.

My clients are in need of this corporation as soon as possible so if there is anyway it could be given your immediate attention it would be greatly appreciated.

In the interim should you have any questions regarding any of the above please do not hesitate to call my office.

Thanking you for your cooperation and assistance which are greatly appreciated and with kindest regards, I remain

Sincerely yours,

HARRY E. GEISSINGER, III

HEG/ms

95 JAN 18 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-23-96  
DB

ARTICLES OF INCORPORATION

OF

McMARINE ENTERPRISES COMPANY

The undersigned subscriber to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The names of the corporation is: **McMARINE ENTERPRISES COMPANY.**

ARTICLE II. PURPOSE

The purpose of the corporation is to engage in each and every aspect of corporate business.

ARTICLE III. CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV. INITIAL CAPITAL

This corporation shall commence with not less than \$500.00.

ARTICLE V. REGISTERED AND PRINCIPAL OFFICE

The registered and principal office of this corporation is No. 125 at 13876 S.W. 56th Street, Miami, Florida 33175. The registered office may be changed from time to time in the manner as provided in the bylaws of this corporation.

ARTICLE VI. STOCK

This corporation shall have authorized five hundred (500) shares of common stock with a par value of one dollar (\$1.00)

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SECRETARY OF STATE  
FLORIDA  
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per share.

ARTICLE VII. DIRECTOR

This corporation shall have one director.

This corporation shall not have less than one director. The number of directors may be changed from time to time by a majority vote of the stockholders but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PAUL McINNIS	No. 125 at 13876 S.W. 56th Street Miami, Florida 33175

ARTICLE IX. SUBSCRIBER

The name, address and number of shares of the subscriber of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
PAUL McINNIS	No. 125 at 13876 S.W. 56th Street Miami, Florida 33175	500

ARTICLE X. AMENDMENTS

The Articles of incorporation may be amended by a majority vote of the stockholders and directors in the manner as provided in the by laws of the corporation.

ARTICLE XI. REGISTERED AGENT

The name and address of the registered agent of this

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corporation is PAUL McINNIS whose address is No. 125 at 13076 S.W.  
56th Street, Miami, Florida 33175.

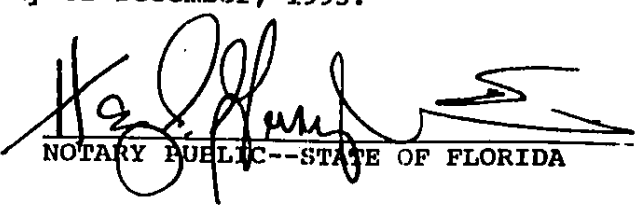
  
PAUL McINNIS  
Subscriber and Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned subscriber to these  
Articles of Incorporation personally appeared, PAUL McINNIS, to me  
personally known and who after first by me being duly sworn says  
that he is subscriber and registered agent in the above Articles  
of Incorporation and that he has executed the foregoing Articles  
of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me at Miami, Dade  
County, Florida, this 26th day of December, 1995.

  
NOTARY PUBLIC--STATE OF FLORIDA

My commission expires:

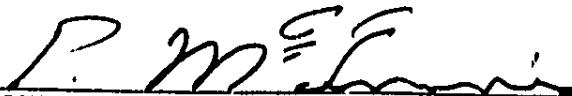


HARRY E GEISSINGER III  
My Commission CC481708  
Expires Dec. 25, 1999

CONSENT AND ACCEPTANCE AS REGISTERED AGENT  
OF McMARINE ENTERPRISES COMPANY

I, PAUL McINNIS, whose address is No. 125  
at 13876 S.W. 56th Street, Miami, Florida 33175 does hereby  
consent to serve as registered agent for McMARINE ENTERPRISES  
COMPANY.

I HEREBY ACCEPT the position as registered  
agent for McMARINE ENTERPRISES COMPANY.

  
PAUL McINNIS

SWORN AND SUBSCRIBED before me at Miami, Dade  
County, Florida, this 26th day of December, 1995.

  
NOTARY PUBLIC--STATE OF FLORIDA

My commission expires:



HARRY E GEISSINGER MI  
My Commission CC481708  
Expires Aug. 25, 1999