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BARRETT & ROGERS  
ATTORNEYS AT LAW

FLORIDA OFFICE

INTERNATIONAL PLACE, SUITE #700  
100 S.E. SECOND STREET  
MIAMI, FLORIDA 33131  
TELEPHONE: 305-374-1133  
FACSIMILE: 305-374-4742  
REPLY TO MIAMI OFFICE:  
WILLIAM L. ROGERS, J. D.

VIRGINIA OFFICE

ONE BOAN'S HEAD PLACE  
ANVEST BUILDING  
CHARLOTTESVILLE, VIRGINIA 22903  
TELEPHONE: 804-977-6000  
FACSIMILE: 804-205-3803

January 23, 1996

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

100001703631  
-02/01/96--01036--014  
\*\*\*122.50 \*\*\*122.50

Re: C & G Marino Servicios, Inc.

Dear Gentlemen:

Enclosed is one signed original and one signed copy of the Articles of Incorporation of the corporation named above. We have also enclosed a check for \$122.50 for the filing fee.

Please process this at your earliest convenience and return the certified copy to this office.

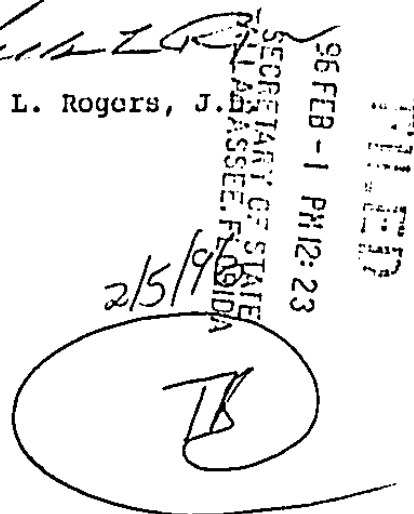
Thank you for your assistance.

Very truly yours,

  
William L. Rogers, J.

WLR/tc

Enclosures: 2 Documents  
1 Check



ARTICLES OF INCORPORATION  
OF  
C & G MARINE SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be C & G Marine Services, Inc. The principal place of business of this corporation shall be 3133A S.W. 25th Street, Pembroke Park, Florida 33009.

ARTICLE II. NATURE OF BUSINESS

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold the investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.50 per share. The corporation will begin business with 1,000 shares.

### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, 2750 International Place, 100 S.E. Second Street, Miami, Florida 33131 and the name of the initial registered agent of the corporation is William L. Rogers.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Paul Churchill, President/Director

3133A S.W. 25th Street  
Pembroke Park, Florida 33009

Marc Berman, Vice President

3133A S.W. 25th Street  
Pembroke Park, Florida 33009

WILLIAM L. ROGERS, Registered Agent/Secretary

100 S.E. 2nd Street  
Suite 2750  
Miami, Florida 33131

#### ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: William L. Rogers, 100 S.E. 2nd Street, Suite 2750, Miami, Florida 33131.

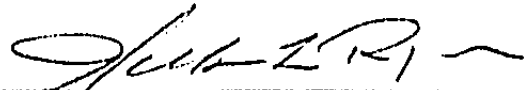
#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT  
OF  
C & G MARINE SERVICE, INC.

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



WILLIAM L. ROGERS, J.D.  
2750 International Place  
100 S.E. 2nd Street  
Miami, Florida 33131  
Telephone: (305) 374-1133

WLR/te (1/96)

FILED  
96 FEB - 1 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P960000/0478

BARRETT & ROGERS  
ATTORNEYS AT LAW

FLORIDA OFFICE

INTERNATIONAL PLACE, SUITE 2750  
100 S.E. SECOND STREET  
MIAMI, FLORIDA 33131

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REPLY TO MIAMI OFFICE:  
WILLIAM L. ROGERS, J.D.

VIRGINIA OFFICE

ONE BOAR'S HEAD PLACE  
AMVEST BUILDING  
CHARLOTTESVILLE, VIRGINIA 22904

TELEPHONE: 804-977-6000  
FACSIMILE: 804-995-3203

FILED  
96 FEB 23 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 8, 1996

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

500001713435  
-02/13/96--01087--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: C & G Marino Services, Inc.  
Name change to: C & G Marino, Inc.

Dear Gentlemen:

Enclosed is one signed original of the Articles of Amendment to Articles of incorporation of the corporation named above. We have also enclosed a check for \$35.00 made payable to Department of State for the filing fee.

Please process this at your earliest convenience.

Thank you for your assistance.

Very truly yours,

  
William L. Rogers, J.D.

WLR/tc

Enclosures: 1 Document  
1 Check

Jammy GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT S.H. Statement (last paragraph)

DATE 2/23  
DOC. EXAM. JB

N/C  
VS FEB 26 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
C & G MARINE SERVICES, INC.

FILED  
96 FEB 23 PM 12:  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE I. NAME

The name of the corporation shall be C & G Marino, Inc.  
The principal place of business of this corporation shall be 3133A S.W. 25th Street, Pembroke Park, Florida 33009.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

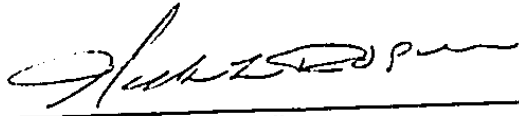
THIRD: The date of each amendment's adoption: February 7, 1996.

FOURTH: Adoption of Amendment

The amendment was adopted by the shareholders and the number of votes cast was sufficient for approval.

Signed this day 8 of February, 1996.

Signature

  
William L. Rogers, J.D.  
Registered Agent/Secretary