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March 4, 1996

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32310

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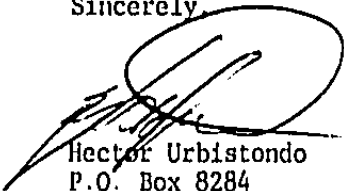
RE: Marine & Industrial Diesel, Inc

Dear Mr Secretary:

Enclosed please find proposed Articles of Incorporation, Registered Agent Designation, and Money Order for the amount of \$122.50 to cover the required fees. A certified copy of the articles is requested to the return address is as follows:

Jefory E Burke
7121 NW 24th Ct.
Sunrise, FL 33313

Sincerely,


Hector Urbistondo
P.O. Box 8284
Ft. Lauderdale, FL 33310
Tel (954)748-6889

FILED
96 MAR -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/8/96
TB

ARTICLES OF INCORPORATION
OF
MARINE & INDUSTRIAL DIESEL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Jefory E. Burke, acknowledges and files in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided by law.

I NAME:

The name of this corporation shall be:

MARINE & INDUSTRIAL DIESEL, INC.

II PURPOSE:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

The specific purpose is as follows:

To repair and install diesel engines in all types of mechanically propelled vessels, to include the sale of whole units and parts.

III POWERS:

It is expressly declared and provided that the corporation, in order to carry its business, shall have the power to make and perform lawful contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state.

IV SHARES:

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock, \$20.00 par value (\$20,000 initial capital).

V EXISTENCE:

The corporation shall have perpetual existence.

VI PRINCIPAL OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's principal office and mailing address is 7121 NW 24th Court, Sunrise, Florida 33313.

The initial Registered Agent for the corporation is Jefory E. Burke located at the same above stated address. Both the principal address and the Registered office address are the same.

VII DIRECTORS:

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have duly elected and qualified. There will be a President, and a Secretary/Treasurer.

VIII FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Jefory E. Burke

President/Treasurer

IX INCORPORATORS:

The name and address of the initial incorporator of the corporation is as follows:

Jefory E Burke

7121 NW 24th Court
Sunrise, Florida 33313

X GENERAL PROVISIONS:

- (a) The private property of the stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of these articles, the corporation shall have full power and lawful authority to accept property, labor, and services in payment for shares of its Capital Stock in lieu of cash, at a just value to be fixed by its Board of Directors.
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and

provisions of the law of the State of Florida and the laws of the United States.

- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time incurring such expense), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.
- (e) All shareholders of the corporation shall be vested with full preemptive rights.

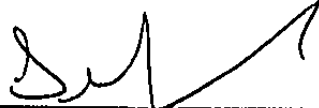
XI BY-LAWS:

By-Laws of this corporation shall be adopted by the first Board and thereafter may altered, amended or rescinded in the manner provided for by the By-Laws. The By-Laws will set forth any provision, not inconsistent with law, which the incorporators elected not to set forth in the Articles of Incorporation for the regulation of the business and any provision creating, defining, limiting, and regulating the powers of the corporation the directors and the stockholders. Any provision already set forth in the Articles of Incorporation need not be set forth in the By-Laws.

SUBSCRIBED AT Sunrise, Florida, This

4th of March

FILED
96 MAR -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jefory W. Burke
Incorporator

DL# B620425644650

SSN. 121627400

I HEREBY CERTIFY that on this day before me personally appeared Jefory E. Burke, to me known to be the Incorporator and who executed the foregoing Articles of Incorporation for the purpose therein expressed in Witness Whereof, the subscriber has hereunto affixed his signature, this 4th day of March 1996.



Notary Public
State of Florida



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 MARINE & INDUSTRIAL DIESEL, INC. desiring to do business
under the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation, at the City of Sunrise, County of Broward,
State of Florida, has named Jefory E. Burke located at 7121 NW 24th Court,
Sunrise, Florida 33313, County of Broward State of Florida, 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 place designated in this certificate, I hereby accept to
act in this capacity, agree to comply with the provisions of said Act
relative to keeping open said office.



DL#-B620425644650
SSN. 121627400

Jefory E. Burke
Registered Agent

Acknowledge and signed before me this 4th day of March 1996.



Notary Public
State of Florida

