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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD

ATTORNEYS AND COUNSELORS AT LAW

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JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1978)

TELEPHONE
305 - 304 - 9388
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May 10, 1996

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****122.50 ****122.50

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

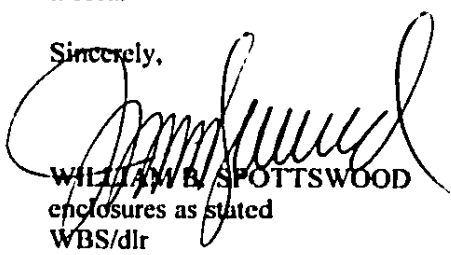
RE: GASTON MARINE ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of GASTON MARINE ENTERPRISES, INC., a Florida Corporation, together with my check for the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the enclosed address.

If you have any questions or require additional information, please contact me or my secretary, Debra.

Sincerely,


WILLIAM B. SPOTTSWOOD
enclosures as stated
WBS/dlr

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FILED
96 MAY 13 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/21/96
JB

ARTICLES OF INCORPORATION

FILED
JAN 13 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The name of this corporation is:
- GASTON MARINE ENTERPRISES, INC.
- SECOND:** This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD:** This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and address of the initial registered agent of this corporation is: F.E. Gaston whose mailing address is 3708 Paula Avenue, Key West, FL 33040.
- FIFTH:** The names and addresses of the initial directors are: F.E. Gaston whose mailing address 3708 Paula Avenue, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH:** The name and address of the incorporator of this corporation is: whose address is F.E. Gaston whose address is 3708 Paula Avenue, Key West, FL 33040.
- SEVENTH:** This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.
- EIGHTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH:** The principal address of the corporation is 3708 Paula Avenue, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of MAY, 1996.

Incorporator:

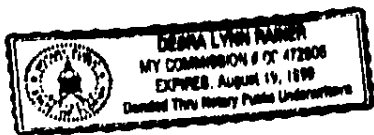
F.E. GASTON
F.E. GASTON

FILED
95 MAY 13 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 10th day of MAY, 1996, by F.E. Gaston who is personally known to me or who has produced DRIVER'S LICENSE as identification.



Debra Lynn Barber
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

F.E. GASTON
F.E. GASTON