

J. 96000047176

LAW OFFICES OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
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May 23, 1996

MAILED
JUN 23 1996
MAILING ADDRESS:
POST OFFICE BOX 557
FT. LAUDERDALE, FLORIDA 33301

Secretary of State of Florida
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32304-5588

200001043442
-05/30/96-01002--005
****122.50 ****122.50

Re: Tropical Marine Systems, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed is this office's check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation in the above-referenced matter. I have enclosed the original and one copy of the Articles as well as a stamped self-addressed envelope in order to receive a certified copy of same to me.

Should you have any questions or comments with respect to the foregoing, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

John R. Howes
John R. Howes

JRH/nrr

enc.

BROWN JUN - 4 1996

ARTICLES OF INCORPORATION
OF
TROPICAL MARINE SYSTEMS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

TROPICAL MARINE SYSTEMS, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is: **Suite 4F, 633 S.E. 3rd Avenue, Fort Lauderdale, Florida 33301.**

**ARTICLE III
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

**ARTICLE IV
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

Prepared by:
John R. Howes, Esq.
Suite 4F
633 S.E. 3rd Avenue
Fort Lauderdale, FL 33301
Fla. Bar No: 219193

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is **2455 East Sunrise Boulevard, Fort Lauderdale, FL 33304**, and the name of the initial registered agent of this corporation at such address is **John R. Howes**.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

John R. Howes
Suite 4F
633 S.E. 3rd Avenue
Fort Lauderdale, Florida 33301

ARTICLE IX
INCORPORATOR

John R. Howes
Suite 4F
633 S.E. 3rd Avenue
Fort Lauderdale, Florida 33301


**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI
LIMITATION ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

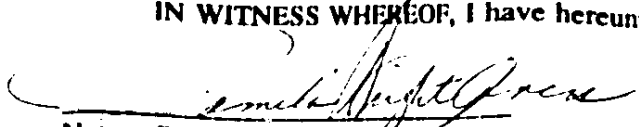
IN WITNESS WHEREOF, the undersigned has subscribed his name this 23rd day of May, 1996.


John R. Howes, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

On this 23rd day of May, 1996, before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John R. Howes, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed it for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.


Notary Public, State of Florida
My Commission Expires:



PAMELA WRIGHT AVERS
COMMISSION # CC 451878
EXPIRES MAY 20, 1999
BROWARD COUNTY
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, John R. Howes, hereby accept designation as Registered Agent of **TROPICAL
MARINE SYSTEMS, INC.,**

Dated: May 23^d, 1996.


John R. Howes