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KIM CHARLES HORNBACH, ESQ.

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ATTORNEY AND COUNSELOR AT LAW

MEMBER:
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OF COUNSEL
DAVID K. WENDEN, II
DETROIT, MICHIGAN

May 31, 1996

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

000001850140
-06/04/96--01110--020
*****78.75 *****78.75

RE: Phoenix Marine Group, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida corporation having the above name.

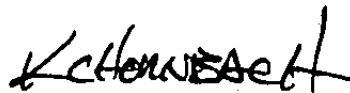
Please provide a Certificate of Status in the preaddressed stamped envelope provided for your convenience.

A check for \$78.75 is enclosed. This represents payment for:

1. Filing of Articles of Incorporation;
2. Filing of Registered Agent Designation; and
3. Certificate of Status.

FILED
96 JUN -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Kim Charles Hornbach
As Incorporator

6-7-96
KR

ARTICLES OF INCORPORATION
OF
PHOENIX MARINE GROUP

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is **Phoenix Marine Group, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are **1100 Fifth Avenue South, Suite 201, Naples, Florida 33940.**

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **1000.**

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are **Kim Charles Hornbach, 2335 Tamiami Trail North, Suite 201, Naples, Florida 33940.**

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are **Kim Charles Hornbach, 2335 Tamiami Trail North, Suite 201, Naples, Florida 33940.**

ARTICLE VI
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights within the meaning of section 607.0630, Florida Statutes.

ARTICLE VII
RESTRICTIONS ON TRANSFERS OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or

otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at price determined by the proportion of the net asset value of the corporation represented by the shares. Such offer shall be contained in a written notice to the corporation which shall also contain the following information: the terms of the proposed sale, including the number of shares involved, price per share, and name and address of the proposed purchaser. The notice shall be signed by the shareholder, and shall be sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of 20 days from the date of mailing.

If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder must then offer them for sale to the remaining shareholders on the terms and price stated in the above referenced notice, it being the intention to give the remaining shareholders a preference in the purchase of such shares. Unless the terms are accepted in writing by any or all of the remaining shareholders within 20 days, the remaining shareholders shall be deemed to have waived their privilege of purchasing and the seller of the shares shall be at liberty to sell the shares under the terms contained in the above referenced notice.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to the shareholder's death on the terms set forth in the first paragraph of this Article VII, and this provision shall be binding on the personal representative of each shareholder.

Notwithstanding anything in these Articles to the contrary, any shareholder may at any time during that shareholder's lifetime transfer any of that shareholder's shares in the corporation to that shareholder's spouse, parents, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children), or to the trustee or trustees under any trust created during the shareholder's lifetime for the benefit of the shareholder, the shareholder's spouse, parents, or children. However, such spouse, parents, children, and trustee or trustees prior to such transfer shall agree in writing to become a party to and to be bound by all the terms and conditions of these Articles, the corporation's Bylaws, and all shareholder agreements to which the transferring shareholder is bound, just as if they were original parties to such agreements.

Each certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal

office of the corporation."

The undersigned has executed these Articles of Incorporation on May 31, 1996.



Kim Charles Hornbach
As Incorporator

These Articles of Incorporation were prepared by:

Kim Charles Hornbach, Esq.

Fla. Bar No.: 0510696

For the Firm

KIM CHARLES HORNBACH, P.A.

2335 Tamiami Trail North

Suite 201

Naples, Florida 33940

(941) 262-1142

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR
PHOENIX MARINE GROUP, INC.
DESIGNATION

1. The name of the corporation is **Phoenix Marine Group, Inc.**
2. The name of the registered agent is **Kim Charles Hornbach.**
3. The street address of the registered agent is **2335 Tamiami Trail North, Suite 201, Naples, Florida 33940.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for the above corporation.

Dated: May 31, 1996.



Kim Charles Hornbach
As Registered Agent

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96 JUN -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA