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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARINE MANAGERS, INC.

AUDIT NUMBER.....H96000012580

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARINE MANAGERS, INC.

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

ARTICLE I. NAME

The name of the corporation shall be: MARINE MANAGERS, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business which has to do with management of vessels and marine related businesses and any other lawful business whatsoever.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 SHARES, each share having a par value of one dollar (1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

This Document Prepared By:
Leon R. Margules, Esq.
Entin & Margules P.A. (954)761-7201
200 E. Broward Boulevard - Suite 1210
Ft. Lauderdale, FL 33301
Florida Bar #292877

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ARTICLE IV. TERM OF EXISTENCE H96000012580

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: W.D.L. Soutar, 6278 North Federal Highway, Suite 380, Fort Lauderdale, Florida 33308. shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have 1 directors initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

A. W.D.L. Soutar

ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.

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B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

1. W.D.L. Soutar, President
2. W.D.L. Soutar, Secretary
3. W.D.L. Soutar, Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

- A. W.D.L. Soutar, 6278 North Federal Highway, Suite 380
Fort Lauderdale Florida 33308.

ARTICLE X. AMENDMENT

The 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, on this 6th day of
September, 1996.




W.D.L. SOUTAR

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, personally appeared W.D.L. SOUTAR,
who is personally known to me or has produced as identification Fla Driver Lic #S360-924-30-418
to me well known and known to me to
be the individual described in and who executed the foregoing
Articles of Incorporation, and acknowledged before me that he
executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
named above on this 6th day of September, 1996.



Notary Public, State of Florida
At Large

My Commission Expires:



Atty TOTT
MY COMMISSION # DC483344 EXPIRES
September 4, 1999
BONDED THRU TROY PAUL INSURANCE, INC.

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



W.D.L. SOUTAR

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TALLAHASSEE, FLORIDA

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