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LAW OFFICES OF
BOGOSIAN & POWER
CHARTERED
2041 FOURTEENTH AVENUE
VERO BEACH, FLORIDA 32960

RICHARD P. BOGOSIAN
BARBARA B. POWER

*ADMITTED IN MASSACHUSETTS
AND FLORIDA

TELEPHONE: (407) 567-3400
FACSIMILE: (407) 778-2848

OF COUNSEL
DEBRA M. SMITH

September 26, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/30/96--01056--009
****122.50 ****122.50

In Re: International Maritime Services, Inc.

Gentlemen:

Please find enclosed two executed copies of the Articles of Incorporation and Registered Agent Certificate for the above corporation.

Also enclosed is my check, in the amount of \$122.50, to cover the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	35.00
Total	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward the certified copy at your earliest convenience.

Sincerely yours,

Richard P. Bogosian
dv

Richard P. Bogosian

dv
enc.

F. O. WESSER OCT 3 1996

ARTICLES OF INCORPORATION

OF

International Maritime Services, Inc.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is International Maritime Services, Inc.

ARTICLE II - LOCATION

The principal office and mailing address of International Maritime Services, Inc. is located in Vero Beach, Indian River County, Florida at 2440 88th Avenue, Vero Beach, FL 32966.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

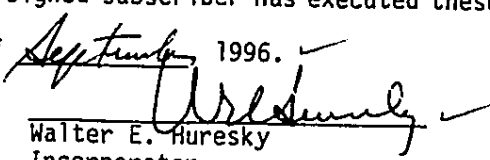
ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Walter E. Huresky, 2440 88th Avenue, Vero Beach, FL 32966.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is Walter E. Huresky, 2440 88th Avenue, Vero Beach, FL 32966.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of September 1996.


Walter E. Huresky
Incorporator

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TALLAHASSEE, FLORIDA

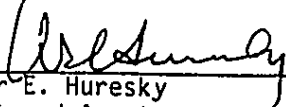
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR
International Maritime Services, Inc., A Florida Corporation

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is International Maritime Services, Inc.
2. The name of the registered agent is Walter E. Huresky
3. The address of the registered agent/registered office is 2440 88th Avenue, Vero Beach, FL 32966.

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.


Walter E. Huresky
Registered Agent

Dated: September 27, 1996 ✓

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TALLAHASSEE, FLORIDA