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LAW OFFICES OF FREDERICK C. KRAMER

Suite 201 • SunTrust Building • 950 North Collier Boulevard
Marco Island, Florida 33937

Frederick C. Kramer
Jeanette Martinez

Telephone (941)-394-8192
Facsimile (941)-642-0006

October 4, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Filing Articles of
Incorporation for Fleming
Marine Services, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation for
Fleming Marine Services, Inc., together with a check in the
amount of \$122.50 made payable to your order to cover filing
related fees. Request is made that a certified copy of the
articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,



Frederick C. Kramer

FCK/alc
Enclosures
cc: Fleming Marine Services, Inc.
Mr. Rob Dibenedetto, CPA

100001966621
-10/07/96--01048--007
****122.50 ****122.50

FILED
96 OCT -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 10 1996

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

**ARTICLES OF INCORPORATION
OF
FLEMING MARINE SERVICES, INC.**

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96 OCT -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation is: FLEMING MARINE SERVICES, INC.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

1085 Bald Eagle Drive
Unit A-503
Marco Island, Florida 34145

IV. MAILING ADDRESS

The mailing address of the corporation is:

1085 Bald Eagle Drive
Unit A-503
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is ONE HUNDRED (100) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER 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 a price to

be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 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 shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon 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".

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: FREDERICK C. KRAMER.

VIII. INCORPORATOR

The name and address of the incorporator is:

FREDERICK C. KRAMER
950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IX. MANAGEMENT OF THE CORPORATION

The corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

X. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this _____ day of October, 1996.


FREDERICK C. KRAMER
Incorporator

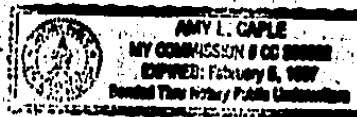
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared FREDERICK C. KRAMER to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 4th day of October, 1996.


NOTARY PUBLIC
Print Name: AMY L. CAPLE
State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


FREDERICK C. KRAMER

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TALLAHASSEE, FLORIDA