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FLORIDA DIVISION OF CORPORATIONS

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((H96000016538 6))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: LEVINE & PARTNERS, P.A.
074677001117

ACCT#:

CONTACT: LIZ BREIER

PHONE: (305)372-1350

(305)372-1352

FAX #:

NAME: LEVIATHAN INVESTMENTS, INC.

AUDIT NUMBER.....H96000016538

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

6918-5325
10/27/96
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11/22/96

FA#: H96-000016538

**ARTICLES OF INCORPORATION OF
LEVIATHAN INVESTMENTS, INC.**

**ARTICLE I
NAME**

The name of the Corporation is LEVIATHAN INVESTMENTS, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822
FA#: H96-000016538

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H96-000016538

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is ALAN W. LEVINE.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
ALAN W. LEVINE	1110 Brickell Avenue, 7 th Floor, Miami, Florida 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

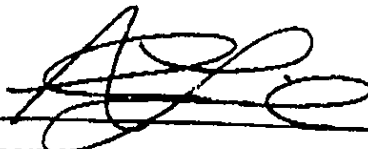
ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

FA#: H96-000016538

FA#: H96-000016538

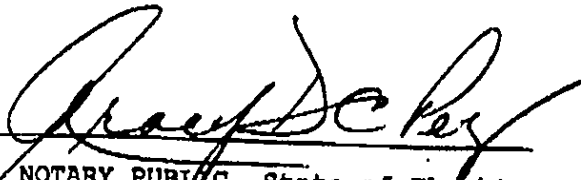
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of November, 1996.


ALAN W. LEVINE

STATE OF FLORIDA :
COUNTY OF DADE : ss:
:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ALAN W. LEVINE, who is personally known to me or who produced N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 22nd day of November, 1996.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



ARACELY D.C. PEREZ
MY COMMISSION # 00415205 EXPIRES
October 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

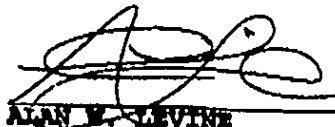
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FA#: H96-000016538

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

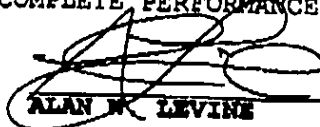
THAT LEVIATHAN INVESTMENTS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI,
FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.


ALAN W. LEVINE

Incorporator
TITLE

11-22-96
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


ALAN W. LEVINE

FA#: H96-000016538

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96 NOV 22 PM 4:07

SEP. 30 '97 (TUE) 11:36

9/30/97
11:30 AM

P96000095716

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000016223 4))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: LEVINE & PARTNERS, P.A.
074677001117

ACCT#:

CONTACT: LIZ BREIER
PHONE: (305) 372-1350
(305) 372-1352

FAX #:

NAME: LEVIATHAN INVESTMENTS, INC.
AUDIT NUMBER.....H97000016223
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
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97 SEP 30 PM 3:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name
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9/30/97

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FA# H97000016223

ARTICLES OF AMENDMENT
OF
LEVIATHAN INVESTMENTS, INC.

The following amendment to Article I of the Articles of Incorporation of LEVIATHAN INVESTMENTS, INC. was adopted on the 30th day of September, 1997 by Alan W. Levine, the incorporator, without shareholder action. Shareholder action was not required.

Article I is amended, ab initio, to read as follows:

ARTICLE I
NAME

The name of the corporation is LEVIATHAN MARINE, INC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 30th day of September, 1997.



ALAN W. LEVINE, INCORPORATOR

FILED
97-SEP 30 PM 3:55
TALLAHASSEE, FLORIDA

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Avenue, 7th Floor
Miami, FL 33131
(305) 372-1350
Florida Bar No. 866822

FA# H97000016223