

P96000097649

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: First Coast Shipbuilding
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC -3 PM 4: 05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DEC -3 1996
 DEC -3 1996

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

800002018258-9
 -12703796-01163-005
 ****122.50 ****122.50

96 DEC -3 PM 3: 10
 RECEIVED
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY [Signature] _____
 WALK-IN 12/3 4:00
 Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

TIMOTHY P. SHUSTA
HAYDEN AND MILLIKEN, P.A.
615 DELEON ST
TAMPA, FL 33606-2719

The name FIRST COAST SHIPBUILDING, INC. has been reserved for 120 days beginning August 8, 1996. The reservation number is R96000003789 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 596A00037866

ARTICLES OF INCORPORATION
OF
FIRST COAST SHIPBUILDING, INC.

FILED
96 DEC -3 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby present these articles of incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: First Coast Shipbuilding, Inc.

ARTICLE II

A. The general nature of the business and the objects and purpose proposed to be transacted and carried on are to be any and all of the following things mentioned, viz:

B. To construct, repair, improve, refurbish, buy, sell or otherwise work on ships, boats, barges or any other manner of vessel, marine structure or water craft.

C. To improve, buy, sell, mortgage, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, or factor or broker.

D. To repair, manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of any property.

E. To invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

F. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations in evidence of indebtedness payable at a specified time or times secured by mortgage or otherwise.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any bonds issued by, or evidence of indebtedness created by any other corporation or corporations, while owning said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

H. To purchase, sell and transfer shares of its own capital stock.

I. To acquire, enjoy, utilize and dispose of patents, copy rights, trademarks and any licenses or other rights therein and thereunder.

J. To import and/or export goods, wares and merchandise in foreign commerce.

K. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III **STOCK**

The total number of shares of capital stock authorized to be issued by the corporation shall be One Thousand (1,000) Shares all of which shall be stock having a par value of \$1.00 per share. Each said share of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the board of directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

B. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

C. The holders of the stock of the corporation shall have the preemptive right to subscribe for and purchase their proportion net share of any additional stock issued by the corporation from and after issuance or by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares are presently authorized or are authorized by subsequent amendment to these articles of incorporation.

ARTICLE IV **INITIAL CAPITALIZATION**

The amount of capital with which this corporation will begin business will be \$1,000.00

ARTICLE V
EXISTENCE OF CORPORATION

This corporation shall have perpetual existence which shall commence upon the filing of these Articles of Incorporation.

ARTICLE VI
PRINCIPLE OFFICE

The principle office of this corporation shall be located at 8181 Hopewell Court, Largo, Florida 33777, but the corporation shall have the power to establish branch offices at any other places within and without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 615 DeLeon Street, Tampa, Florida 33606 and the registered agent shall be Timothy P. Shusta.

ARTICLE VIII
BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of at least one (1) and not more than six (6) members, the number of the same to be fixed by the stock holders or by the corporate by-laws. Each of the said directors shall be of full age. A quorum for the transaction of business shall be a majority of the directors qualified and active and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE IX
BOARD OF DIRECTORS

The names and addresses of the members of the board of directors of this corporation, who, subject to these articles of incorporation, the by-laws of the corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified are:

NAME

Townsend E. Carman

ADDRESS

57 Lake Lynn Drive
Harvey, Louisiana 70058

ARTICLE X
SUBSCRIBERS

The name and address of the subscriber to these articles of incorporation is:

NAME

Townsend E. Carman.

ADDRESS

57 Lake Lynn Drive
Harvey, Louisiana 70058

ARTICLE XI
TRANSACTION WITH CORPORATIONS

No contract or other transaction between this corporation or any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation which authorized any such contract or transaction, with like force and effect as if he were not such an officer or director of such other corporation or not so interested.

ARTICLE XII
BY-LAWS

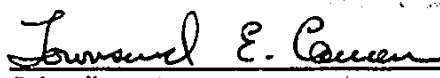
A. The power to adopt the by-laws of this corporation to alter, amend, repeal the by-laws or to adopt new by-laws, shall be vested in the board of directors of this corporation.

B. The by-laws of this corporation shall be for the government of the corporation and may contain any provision or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these articles of incorporation, or contrary to the laws of this State of the United States.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner or hereinafter described statute and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation this 2nd day of ^{December} ~~September~~, 1996.

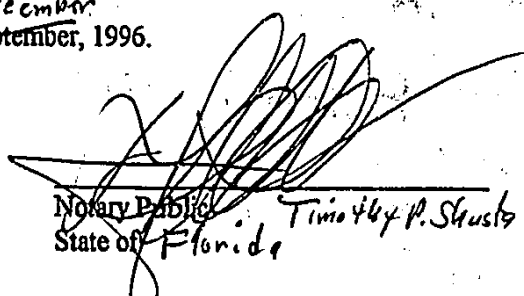

Subscriber

State of Florida)
County of Hillsborough) SS:

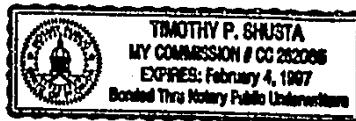
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared TOWNSEND E. CARMAN, known to me to be the person who

executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the Articles of Incorporation freely and voluntarily, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of ^{December} ~~September~~, 1996.


Notary Public
State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

**DEC -3 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

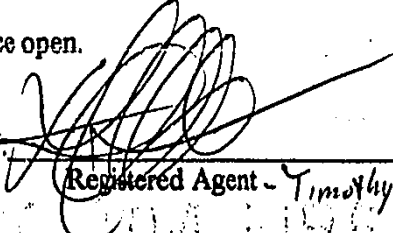
In pursuance of Chapter 48.091, Florida statutes, the following is submitted in compliance with said act:

That First Coast Shipbuilding, Inc., desiring to organize under the laws of the State of Florida, with its principle office located at 8181 Hopewell Court, Largo, Florida 33777, indicated in the Articles of Incorporation at Article VI, has named Timothy P. Shusta, whose address is 615 DeLeon Street, Tampa, Florida 33606, as its agent to accept service within this State as indicated in the Articles of Incorporation at Article VII.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 said office open.

BY _____


(Registered Agent - Timothy P. Shusta)