

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171
904-222-5933 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198544 6221A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
96 DEC 23 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 198544-005

CUSTOMER NO: 6221A

000002035920--4
-12/23/96--01016--017
****122.50 ****122.50

CUSTOMER: David S. Watson, Esq
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: GENTH MARINE ACQUISITION
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
96 DEC 23 AM 10:11
DIVISION OF CORP. REGISTRATION

KR
12-23-96

FILED
96 DEC 23 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GENTH MARINE ACQUISITION CORPORATION

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

GENTH MARINE ACQUISITION CORPORATION shall be the name of this corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

1840 Gulf Boulevard
Englewood, Florida 34223

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose of the corporation is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V - AUTHORIZED SHARES

This corporation shall have authority to issue 1,000 shares, all of one class, \$1.00 par value.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

c/o David S. Watson, Esq.
Abel, Band, Russell, Collier,
Pitchford & Gordon
240 South Pineapple Avenue
Sarasota, Florida 34236

The Initial Registered Agent of this corporation is David S. Watson, whose business office address is the same as the registered office address set forth above, and whose written acceptance of appointment as Registered Agent is filed simultaneously herewith.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one, whose name and address is:

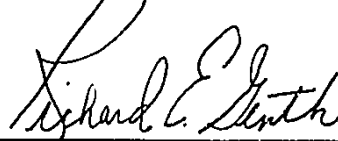
Richard E. Genth
1840 Gulf Boulevard
Englewood, Florida 34223

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Richard E. Genth
1840 Gulf Boulevard
Englewood, Florida 34223

Adopted and executed this 19th day of December, 1996.


Richard E. Genth


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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.

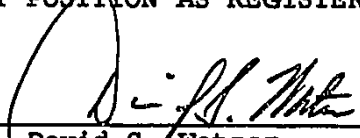
1. The name of the corporation is **GENTH MARINE ACQUISITION CORPORATION.**

2. The name and address of the registered agent and office is:

c/o David S. Watson, Esq.
Abel, Band, Russell, Collier,
Pitchford & Gordon
240 South Pineapple Avenue
Sarasota, Florida 34236


Richard E. Genth
Incorporator
December 19, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


David S. Watson
December 19, 1996

FILED
96 DEC 23 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA