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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ENSIGN SPARS, INC.

900002043419--8
-01/02/97--01034--010
***122.50 ***122.50

Dear Madam or Sir:

Enclosed for filing are the Articles of Incorporation of Ensign Spars, Inc., along with a copy to be returned certified to the undersigned. Also enclosed for filing is a signed Certificate of Designation of the Registered Agent for the corporation. Check no. 1579 in the sum of \$122.50 is attached to cover filing fees, registered agent designation and certified copy costs.

Time is of the essence. Because the incorporators desire a 1/1/97 effective date for tax purposes, a Federal Express return envelope is also enclosed. Thank you for your prompt attention to this request.

Happy New Year!

Antonina Vaznelis
Antonina Vaznelis

EFFECTIVE DATE
1-1-97

Encl.
cc: David M. Brooks
John Durica
AV/jm

FILED
96 DEC 31 AM 11:17
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENSIGN SPARS, INC.

FILED
96 DEC 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be ENSIGN SPARS, INC.

EFFECTIVE DATE

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 645 Wisteria Court, Suite B, Dunedin, Florida 34698.

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 having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is David M. Brooks, 645 Wisteria Court, Dunedin, Florida 34698.

ARTICLE V: INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are David M. Brooks, 645 Wisteria Court, Dunedin, Florida 34698, and John Durica, 736 Scotland Avenue, Dunedin, Florida 34698.

ARTICLE VI: DIRECTORS

The name and address of the directors of the corporation are David M. Brooks, 645 Wisteria Court, Dunedin, Florida 34698, and John Durica, 736 Scotland Avenue, Dunedin, Florida 34698.

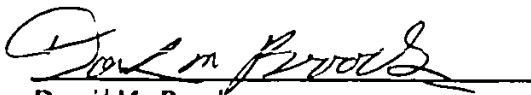
ARTICLE VII: PURPOSE


The purpose of the corporation is finishing, marketing, sales and distribution of masts, rigging, trailer sales and other legal purposes, pursuant to Chapter 607, Florida Statutes.

ARTICLE VIII: EFFECTIVE DATE

The date on which this corporation shall become effective and commence business operations is January 1, 1997.

The undersigned have executed these Articles of Incorporation this 29 day of December, 1996.


David M. Brooks
Incorporator



John Durica
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 **ENSIGN SPARS, INC.**
2. The name and address of the registered agent and office is David M. Brooks, 645 Wisteria Court, Suite B, Dunedin, Florida 34698.

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 M. Brooks
December 29, 1996

FILED
96 DEC 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA