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J. KELLY KENNEDY
CYNTHIA CROFOOT RIGNANESE

MAILING ADDRESS:
POST OFFICE BOX 7604
WINTER HAVEN, FLORIDA 33883-7604

February 10, 1997

Honorable Sandra B. Mortham
Secretary of State
The Capitol
Tallahassee, Florida 32304

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RE: ANZO MARINE GROUP, INC.

Dear Mrs. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely yours,


CYNTHIA CROFOOT RIGNANESE

CCR/rh

Enclosures

xc: Norman H. Burbine

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ANZO MARINE GROUP, INC.
(a corporation for profit)**

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is ANZO MARINE GROUP, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office is 6240 East Mirror Lake Drive, Unit 204, Sebastian, Florida 32958, and the mailing address of the corporation shall initially be 6240 East Mirror Lake Drive, Unit 204, Sebastian, Florida 32958.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 6240 East Mirror Lake Drive, Unit 204, Sebastian, Florida 32958 and the name of its initial registered agent at that office is NORMAN H. BURBINE.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

**President/Secretary/
Treasurer**

**NORMAN H. BURBINE
6240 East Mirror Lake Drive,
Unit 204
Sebastian, Florida 32958.**

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual

shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

NORMAN H. BURBINE
6240 East Mirror Lake Drive, Unit 204
Sebastian, Florida 32958.

ARTICLE XI
NAME AND ADDRESSES OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NORMAN H. BURBINE
6240 East Mirror Lake Drive, Unit 204
Sebastian, Florida 32958.

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of February, 1997.

Signed, sealed and delivered
in the presence of:

Fred R. Crofoot
Witness
Printed Name: FRED R. CROFOOT as incorporator

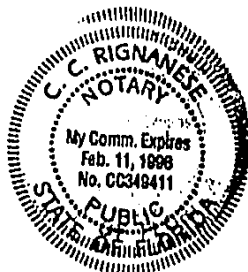
Norman H. Burbine
WITNESS
Printed Name: NORMAN H. BURBINE,

Hazel J. Crofoot
Witness
Printed Name: Hazel J. Crofoot

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STATE OF FLORIDA
TALLAHASSEE

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing Articles of Incorporation was acknowledged before me this 7th day of February, 1997, by NORMAN H. BURBINE, who personally appeared before me, and has produced N/A as identification.



C. C. Rignanesi
Printed Name: C. C. RIGNANESE
Notary Public/State of Florida
My Commission Expires: 02/11/98
My Commission Number: CC349411

ANZO MARINE GROUP, INC.
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: February 7, 1997.


NORMAN E. BURBINE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA