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LAW OFFICES
BAMMAN AND GIUNTA

SANTA BARBARA PLAZA
2189 SOUTHEAST 9TH STREET
POMPANO BEACH, FLORIDA 33062

FRED C. BAMMAN, III P.A.
PATRICK B. GIUNTA, P.A.
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MAILING ADDRESS
POST OFFICE BOX 399
POMPANO BEACH, FLORIDA
33081

TELEPHONE (305) 782-0500
FACSIMILE (305) 791-9481

February 20, 1997

EFFECTIVE DATE
2-20-97

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-02/24/97--01012--019
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: Articles of Incorporation of MCLAUGHLIN OFFSHORE, INC.

Greetings:

Enclosed please find an original and one copy for certification the Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find our trust account check #3193 in the sum of \$122.50 payable to the Secretary of State and remitted in payment for filing fee, certified copy fee, designation of resident agent fee, and capitol stock tax fee, etc.

Please file the Articles and return one certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

Fred C. Bamman III 

Fred C. Bamman, III

FCB/jw
Enclosures

cc: McLaughlin Offshore, Inc.

FILED
97 FEB 24 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-20-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MCLAUGHLIN OFFSHORE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **MCLAUGHLIN OFFSHORE, INC.**

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00), issued as follows:

105 Shares to JOHN HEENAN
197 Shares to CHARLES E. MCLAUGHLIN
198 Shares to JANE MCLAUGHLIN

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRINCIPAL MAILING ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The principal mailing address of the corporation is **1261 East Sample Road, Pompano Beach, Florida 33064** and the street address of the initial registered office of this corporation is **2189 S.E. 9th Street, Pompano Beach, Florida 33062** and the name of the initial registered agent at that address is **FRED C. BAMMAN, III.**

ARTICLE V - DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than two nor more than five.

ARTICLE VI - INITIAL DIRECTOR

The name and address of the initial director who shall hold office until a successor or successors are elected and have qualified are:

CHARLES E. MCLAUGHLIN, President
1261 East Sample Road, Pompano Beach, Florida 33064

JOHN HEENAN, Vice President
1261 East Sample Road, Pompano Beach, Florida 33064

JANE MCLAUGHLIN, Secretary & Treasurer
1261 East Sample Road, Pompano Beach, Florida 33064

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation, are as follows:

JANE MCLAUGHLIN
1261 East Sample Road, Pompano Beach, Florida 33064

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under

or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

ARTICLES XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation
this 20th day of February, 1997.

Jane McLaughlin
JANE MCLAUGHLIN

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the
State and County named above to take acknowledgments, personally appeared, JANE
MCLAUGHLIN, who is personally known to me and who did take an oath, and who executed
the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those
Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 20 day of February, 1997.

My Commission Expires:

Julie Weaver
Notary Public



JULIE WEAVER
My Commission CC368409
Expires Oct. 23, 1997

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

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

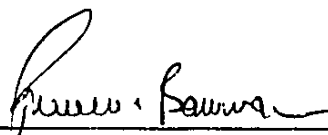
FIRST THAT **MCLAUGHLIN OFFSHORE, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT **1261 EAST SAMPLE ROAD, POMPANO BEACH, FLORIDA
33064**, HAS NAMED **FRED C. BAMMAN, III**, 2189 S.E. 9TH STREET, POMPANO
BEACH, FLORIDA 33062, AS REGISTERED AGENT TO ACCEPT SERVICE WITHIN
FLORIDA.


JANE MCLAUGHLIN

TITLE: SECRETARY, TREASURER

DATE : 2/20/97

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


FRED C. BAMMAN, III, Registered Agent

DATE: 2-20-97

FILED
97 FEB 24 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA