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MITCHELL, McALPIN, BRAIS & ASSOCIATES

PROFESSIONAL ASSOCIATION
2650 BISCAYNE BOULEVARD

MIAMI, FLORIDA 33137-4590

Reply to:

LEANNE FRAZEE TELLAM

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March 27, 1997

FILED
97 MAR 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Gemini Marine Financing, Inc.**
Our File No.: 1676-7550


700002127597--2
-03/28/97--01125--013
***122.50 ***122.50

Dears Sirs:

Enclosed please find our check in the amount of \$122.50. This sum represents the fee for registering a new corporation with the State of Florida. We have also enclosed our original Articles of Incorporation for Gemini Marine Financing, Inc. Please do the necessary and return a certified copy in the envelope provided.

Should you have any questions relative the enclosed, please contact the undersigned at the above number. Thank you in advance for your assistance with this matter.

Very truly yours,


LEANNE FRAZEE TELLAM
For the Firm

LFT/ao
Enclosures

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3/29/97

ARTICLES OF INCORPORATION
OF
GEMINI MARINE FINANCING, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby subscribe to this Certificate of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida and subject to the following provisions:

ARTICLE I

The name of this Corporation shall be Gemini Marine Financing, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida with particular focus in marine leasing.

ARTICLE III

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be 1000 shares of common stock, each share having the par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation shall begin business with a maximum capital of One Thousand Dollars (\$1,000.00).

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 850 N.E. 3rd St., Ste. 204, Dania, Florida 33004-3402, but offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

The business of the Corporation shall be managed by a Board of Directors who need not be stockholders of the Corporation. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>Directors:</u>	<u>Address:</u>
James B. Chapman, Chairman	4400 Gulf Shore Blvd., N., Apt. #203, Naples, Fl. 34103
Nino Martini	850 N.E. 3 rd St., Ste. 204, Dania, Fl. 33004- 3402
<u>Officers:</u>	<u>Address:</u>
President -- Nino Martini	850 N.E. 3 rd St., Ste 204, Dania, Fl. 33004- 3402
Vice President -- James Chapman	4400 Gulf Shore Blvd., N., Apt. #203, Naples, Fl. 34103
Treasurer -- Albert Chang	850 N.E. 3 rd St., Ste 204, Dania, Fl. 33004- 3402

ARTICLE IX

The names and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take are as follows:

Nino Martini - 850 N.E. 3rd St., Ste 204, Dania, Fl. 33004-3402, 500 shares
James Chapman - 4400 Gulf Shore Blvd., N., Apt. #203, Naples, Fl. 34103, 500 shares.

ARTICLE X

This Corporation shall have full power to carry on and transact each or all of the businesses stated in Article II of this Certificate and shall have additional powers now or hereafter conferred upon it by law.

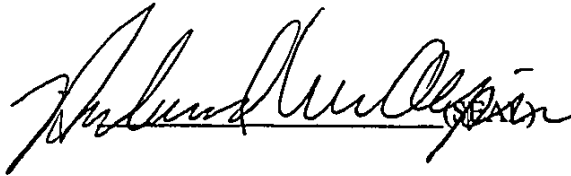
ARTICLE XI

Richard J. McAlpin, Esq., of Mitchell, McAlpin, Brais & Associates, P.A., 2650 Biscayne Blvd., Miami, Florida 33137 shall serve as the incorporator for this corporation.

ARTICLE XII

Richard J. McAlpin, Esq., of Mitchell, McAlpin, Brais & Associates, P.A., 2650 Biscayne Blvd., Miami, Florida 33137 shall serve as the registered agent for this corporation.

IN WITNESS WHEREOF the undersigned does accept designation as registered agent for this corporation the 27th day of March, 1997.


(SEAL)

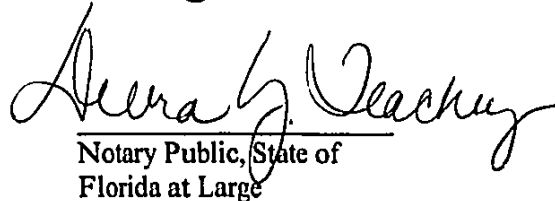
IN WITNESS WHEREOF the undersigned incorporator does hereby set his hand and affix his seal this 27th day of March, 1997.

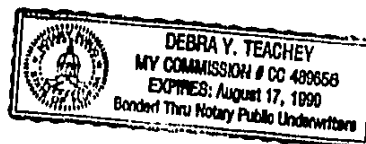

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Richard J. McAlpin, personally known to me to be the person who executed the foregoing Articles of Incorporation of Gemini Marine Financing, Inc., and he acknowledged to and before me that he executed the same for the purposes therein expressed.

DATED this 27th day of March, 1997


Notary Public, State of
Florida at Large



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