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ACCOUNT NO. : 072100000032

REFERENCE : 330885 6258A

AUTHORIZATION :

COST LIMIT : \$70.00 *Peter P. P.*

ORDER DATE : April 15, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 330885-005

400002148614--8

CUSTOMER NO: 6258A

CUSTOMER: William M. Burke, Esq  
BOND SCHOENECK & KING, P.A.

Suite 107  
1167 Third Street South  
Naples, FL 339407098

DOMESTIC FILING

NAME: WILLIAMS MARINE CONSTRUCTION  
AND SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 APR 15 AM 11:23  
DIVISION OF CORPORATIONS

ON APR 15 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**WILLIAMS MARINE CONSTRUCTION AND SERVICES, INC.**

**Article 1. Name**

The name of the Corporation is

Williams Marine Construction and Services, Inc.

**Article 2. Duration**

The duration of the Corporation is perpetual.

**Article 3. Purposes**

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**Article 4. Principal Office and Mailing Address**

The principal place of business of the Corporation is at 3265 60th Street, SW, Naples, Florida 34116. The mailing address of the Corporation is 3265 60th Street, SW, Naples, Florida 34116.

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TALLAHASSEE  
FLORIDA

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34104. The name of the initial registered agent at that address is William M. Burke, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, all of which shall have a par value of \$1.00. Such shares of stock are as follows:

Class A - 10,000 common, voting stock, \$1.00 par value

Article 7. Initial Board of Directors

The initial board of directors shall consist of one (1) member. The name and address of the initial director of the Corporation is:

David B. Williams	3265 60th Street SW
	Naples, FL 34116

Article 8. Incorporator

The name and address of the sole Incorporator is:

William M. Burke	1167 Third Street South
	Suite 107
	Naples, Florida 34012

Article 9. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

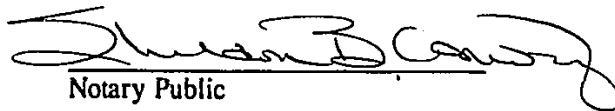
**In Witness Whereof,** the undersigned has signed these Articles of Incorporation on this

14th day of April, 1997.

  
\_\_\_\_\_  
William M. Burke, Esquire

STATE OF FLORIDA :  
:  
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 14th day of April, 1997, by WILLIAM M. BURKE, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

  
Notary Public

My Commission Expires:

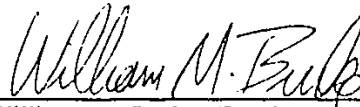


Sheldon B. Conway  
MY COMMISSION # CC556205 EXPIRES  
July 25, 2000  
BONDED THRU TROY FAUN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Williams Marine Construction and Services, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 14th day of April, 1997.



William M. Burke, Esquire  
Registered Agent

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VISA