



THE UNITED STATES
CORPORATION
COMPANY

[24~

ACCOUNT NO. : 072100000032

REFERENCE : 390156 4327828

AUTHORIZATION :

Lucia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1997

ORDER TIME : 9:09 AM

ORDER NO. : 390156-010

800002177798--4

CUSTOMER NO: 4327828

CUSTOMER: John A. Maass, Esq
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: TITAN MARINE INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

5/14/97

RECEIVED
97 MAY 14 AM 9:59
DIVISION OF CORPORATION

EFFECTIVE DATE

5/13/97

ARTICLES OF INCORPORATION
OF
TITAN MARINE INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
OFFICE
ST. JAMES, FLORIDA

ARTICLE I - NAME

The name of this corporation is Titan Marine International, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of this corporation is 2217 Cypress Island Drive, Pompano Beach, FL 33069. The mailing address of the corporation is P.O. Box 4447, Fort Lauderdale, FL 33338.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is RobbR. Maass.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Robert V. Bolderson
2217 Cypress Island Drive Ste. 907
Pompano Beach, FL 33069

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Robb R. Maass
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3TH day of May, 1997.

Robb R. Maass

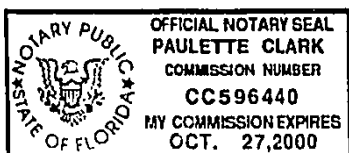
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 31st day of May, 1997, by Robb R. Maass, who is personally known to me.

me this 3rd day of May, 1997, by Robb R.



Signature of Person Taking
Acknowledgment



Paulette Clark
 Name typed, printed or stamped
 Title or Rank:
 Serial Number: CC596460

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for Titan Marine International, Inc., and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in dark ink, appearing to read 'R. Maass', written over a horizontal line.

Robb R. Maass

A faint, circular stamp or seal, possibly a notary seal, located on the right side of the page. The text within the stamp is illegible.