

International Consultants and Realty, Inc.

Investments • Commercial • Residential

P.O. Box 939

Loxahatchee, Florida 33470

Renate Wilde
Broker, CLA

Tel: 561-793-9441
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May 12, 1997

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FLORIDA DEPARTMENT OF STATE
BUREAU OF CORPORATE RECORDS
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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*****70.00 *****70.00

RE: OFFSHORE MARINE DESIGN, INC.

Dear Sir or Madam,

Enclosed please find two original copies of the Articles of Incorporation of OFFSHORE MARINE DESIGN, INC., together with check No. 865, in the amount of \$70.00, representing the required filing fees.

Please forward the filed document to me in care of P.O. Box 939, Loxahatchee, FL 33470.

Thank you for your attention to this matter.

Sincerely,



Renate Wilde
CLA

TALLAHASSEE, FLORIDA

FILED

97 MAY 14 AM 10:30

Enclosure

R. SCHNEIDER MAY 16 1997



OFFERING IS SUBJECT TO ERRORS, OMISSIONS, PRIOR SALE, CHANGE OR WITHDRAWAL WITHOUT NOTICE

REALTOR
MLS

**ARTICLES OF INCORPORATION
OF
OFFSHORE MARINE DESIGN, INC.**

97 MAY 14 PM 10:30
FILED
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

OFFSHORE MARINE DESIGN, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 666 Cleary Road, West Palm Beach, FL 33413 , and the name of the initial Registered Agent for the corporation at that address is EDWARD HUMPHRIES, JR.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in officer or not, for the reasonable cost and expenses incurred by her/him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against her/him by reason of her/his being or having been director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extend permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a partner or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which she/he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that she/he is also director of such subsidiary or corporation.

ARTICLE IX - DIRECTORS AND OFFICERS

This corporation shall have a minimum of two (2) directors and two officers. The initial Board of Directors and officers shall consist of:

NAME	ADDRESS
RONALD J. DICK Director, President	2446 Rue Road West Palm Beach, FL 33415
EDWARD HUMPHRIES, JR. Director, Secretary, Treasurer	666 Cleary Road West Palm Beach, FL 33413

ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that she (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME:	RONALD J. DICK
ADDRESS:	2446 RUE ROAD WEST PALM BEACH, FL 33415
SHARES:	500
NAME:	EDWARD HUMPHRIES, JR.
ADDRESS:	666 CLEARY ROAD WEST PALM BEACH, FL 33413
SHARES:	500
CONSIDERATION:	FIVE HUNDRED DOLLARS (\$500.00)

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this day of May, 1997.

Ron Dick
Ronald J. Dick

Edward D. Humphries Jr.
Edward Humphries, Jr.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by Ronald J. Dick and Edward Humphries, Jr. who are well known to me, this 9 day of May, 1997.



RENNATE M WILDE
My Commission CC323588
Expires Sep. 08, 1997
Bonded by HAI
800-422-1555

Renate Wilde

Notary Public

FILED
MAY 14 1997
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DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. OFFSHORE MARINE DESIGN, INC. A corporation organized under the laws of the State of Florida, with its principal office located at 666 Cleary Road, West Palm Beach, FL 33413, has named **Edward Humphries, Jr.** whose address is 666 Cleary Road., West Palm Beach, Florida 33413, as Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

REGISTERED AGENT:

Edward D. Humphries, Jr.
Edward Humphries, Jr.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Edward Humphries, Jr., to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this 9 day of May, 1997

Renate M. Wilde
Renate M. Wilde
Notary Public



RENATE M WILDE
My Commission CC323680
Expires Sep. 09, 1997
Bonded by HAI
800-422-1655