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6/20/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: STERLING MARINE SUPPLY, INC.
AUDIT NUMBER.....H97000010177
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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DIVISION OF CORPORATIONS
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16/23/97

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SECRETARY OF STATE
97 JUN 23 11 04

ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **STERLING MARINE
SUPPLY, INC.**

The principal place of business of this corporation shall be:

**3721 S.W. 47th AVENUE SUITE 305
FT. LAUDERDALE, FL. 33314**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **1000 SHS. PAR VALUE \$1.00**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JAMES DALE WORSNOP

9859 N.W. 9th COURT

PLANTATION, FL. 33324

Prepared by: Francis M. Switzer CPA
1390 S. Dixie Highway, #1108
Coral Gables, FL 33146
(305) 663-3566

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JAMES DALE WORSNAP.
9859 N.W. 9th COURT
PLANTATION, FL. 33324

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20 day of June, 1997.

Signature(s) of Incorporator(s)

J.D. Worsnap

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

STERLING MARINE SUPPLY, INC.

2. The name and address of the registered agent and office is:

JAMES DALE WORSNOP.

(P.O. BOX NOT ACCEPTABLE)

9859 N.W. 9th COURT, PLANTATION, FL. 33324
(CITY/STATE/ZIP)

+ SIGNATURE J. Dale Worsnop

TITLE PRES.

DATE 6/10/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

+ SIGNATURE J. Dale Worsnop
DATE 6/10/97

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6/20/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~SCOTT W. HENNING~~ Brian Fang

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TELESIS EDGE ASSOCIATES, INC.

AUDIT NUMBER.....H97000010240

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

710 6/23/97

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

6-20-97

Article I. Name

The name of this Florida corporation is:
Telesis Edge Associates, Inc.

Article II. Address

The mailing address of the Corporation is:
Telesis Edge Associates, Inc.
2686 NW 41st Street
Boca Raton FL 33434

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Tebes, Ph.D.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0888

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 20, 1997.

The undersigned incorporator executed these Articles of Incorporation on June 20, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0688

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

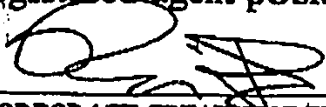
CORPORATION:

Telesis Edge Associates, Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS ENTERPRISES, INC.
Brian R. Fons, Vice President**

Date: June 20, 1997

**Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686**

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