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Patricia A. Chalbeck, Esq.
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(954) 610-9107

July 15, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/18/97--01076--006
****122.50 ****122.50

Subject: Marine Equipment International, Inc.

Please find enclosed an original and one (1) copy of the Articles of Incorporation and Certificate of Registered Agent of Marine Equipment International, Inc.

I have enclosed my check in the amount of \$122.50 to cover the filing fee, registered agent fee and cost of a certified copy.

Thank you for your assistance.

Sincerely,

Patricia A Chalbeck

Patricia A Chalbeck

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARINE EQUIPMENT INTERNATIONAL, INC.

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SECRETARY OF STATE
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
Corporate Name

The name of the corporation is MARINE EQUIPMENT INTERNATIONAL, INC.

Article II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III
Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the law of the United States and the State of Florida.

Article IV
Capital Stock

The corporation is authorized to issue one thousand shares (1000 shares) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V
Initial Registered Office and Agent

The street address of the Initial Registered Agent's office is 120 East Oakland Park Blvd., Suite 105, Ft. Lauderdale, Florida 33334. The name of the Initial Registered Agent at that office is Patricia A. Chalbeck.

The mailing address of the principal office of the corporation is 120 East Oakland Park Blvd., Suite 105, Ft. Lauderdale, Florida 33334.

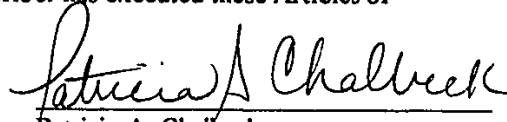
Article VI
Initial Board of Directors

The corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows: Stephen Curtis Speer, 6817 Sugarloaf Key Street, Lake Worth, Florida.

Article VII
Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows: Patricia A. Chalbeck, 120 East Oakland Park Blvd, Suite 105, Ft. Lauderdale, FL 33334.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of July, 1997.


Patricia A. Chalbeck

CERTIFICATE OF REGISTERED AGENT
OF
MARINE EQUIPMENT INTERNATIONAL, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above named corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 120 East Oakland Park Blvd., Suite 105, Ft. Lauderdale, Florida 33334 has named Patricia A. Chalbeck located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in the foregoing Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



Patricia A Chalbeck
Registered Agent

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