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LEVI ENGLAND
ENGLAND & DONATO

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

LEVI ENGLAND
RICHARD T. DONATO, P.A.

7700 DAVIE ROAD EXTENSION
HOLLYWOOD, FLORIDA 33024
TELEPHONE (954) 964-0000
FACSIMILE (954) 964-0005

July 18, 1997

State of Florida
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

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RE: SOUTHPORT DREDGING AND ASSOCIATES, INC.

Ladies/Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation for the above-named corporation. I would appreciate your filing the corporation.

Also enclosed is our check in the amount of \$122.50 covering the filing fee, stock tax, cost of a certified copy of the Articles, and designation of registered agent.

Thank you.

Sincerely,

ENGLAND & DONATO


RICHARD T. DONATO, ESQUIRE

RTD:bh
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M.-8/1/97

ARTICLES OF INCORPORATION
OF
SOUTHPORT DREDGING AND ASSOCIATES, INC.

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DIVISION
ALLAH

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I, RICHARD T. DONATO, being of legal age, do hereby sign these presents for the purposes of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I
NAME

The name of the corporation shall be:

SOUTHPORT DREDGING AND ASSOCIATES, INC.

ARTICLE II
DURATION

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

ARTICLE III
PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. Establishment and operation of any lawful business permitted under the laws of the United States and of the State of Florida.

B. To own, operate and otherwise exploit a dredge operation and all things related, and all things ancillary thereto. To enter into joint venture agreements and projects with other entities in various capacities or just in the corporate name.

C. To conduct all types of business operations, to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To contract, sub-contract, broker or deal in any of the above endeavors, including but not limited to entering into joint ventures, limited partnerships and general partnership agreements, and all other forms of legal enterprises.

E. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

F. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by Conveyance,

Agreement for Deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

G. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive Notes, Bonds, Debentures of other evidences thereof, and Mortgage, Trust Deed, Pledges or other securities for the payment of same.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or partly; and to pay for the same in cash, Stocks or Bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including Stocks, Bonds, Debentures, Mortgages, Notes, evidencing shares of or interest in common law

Trusts, Trusts and Trust Estates or associations, Certificates of Trust or beneficial interests in Trusts, Mortgages, Contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not

be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 shares of common stock with \$1.00 par value.

ARTICLE V INITIAL ADDRESS OF CORPORATION

The initial street address of said corporation shall be:

3300 N.W. 31 Avenue
Pompano Beach, FL 33069

with the privileges of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The corporation has designated as its Registered Agent:

RICHARD T. DONATO, ESQUIRE

who is a resident of the State of Florida, and whose business office is the same as that of the registered office:

ENGLAND & DONATO
7700 Davie Road Extension
Hollywood, FL 33024

ARTICLE VII
OFFICERS

The names and street addresses of the persons who are appointed to act as Officers until the first annual meeting of the stockholders, or until successors are elected and shall qualify, are:

PRESIDENT/SECRETARY/TREASURER:	JOHN D. CAVO 3300 N.W. 31 Avenue Pompano Beach, FL 33069
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ARTICLE VIII
Number of Directors

The number of Directors of this corporation shall be: not less than ONE (1), nor more than THREE (3), and the initial Board of Directors of this corporation shall be comprised of ONE (1) member.

ARTICLE IX
Directors and Addresses:

The name and street address of the persons who are appointed to act as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

JOHN D. CAVO, President/Secretary/Treasurer/Director
3300 N.W. 31 Avenue
Pompano Beach, FL 33069

ARTICLE X
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:


RICHARD T. DONATO
ENGLAND & DONATO
7700 Davie Road Extension
Hollywood, FL 33024

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the Stock entitled to vote thereon.

IN WITNESS WHEREOF, I, RICHARD T. DONATO, the undersigned, being the original Subscriber to the capital stock hereinabove

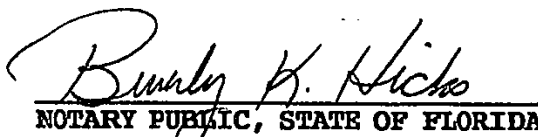
named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and according have hereunto set my hand and seal this 29 day of July, 1997.

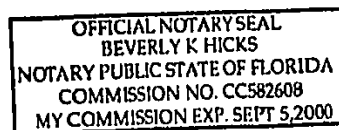

RICHARD T. DONATO

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared RICHARD T. DONATO, to me personally known and known to me to be the person described in (or who produced _____ as identification) and who did take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Hollywood, Broward County, Florida, this 29 day of July, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
SEAL:
COMMISSION NUMBER: CC 582608
MY COMMISSION EXPIRES: 9/5/2000



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

Pursuant to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted:

SOUTHPORT DREDGING AND ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at:

ENGLAND & DONATO
7700 Davie Road Extension
Hollywood, FL 33024

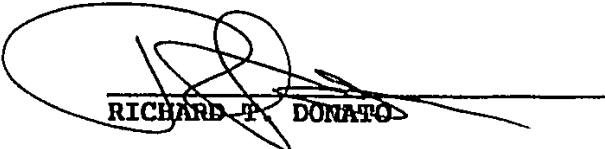
has named: RICHARD T. DONATO, ESQUIRE

located at: ENGLAND & DONATO
7700 Davie Road Extension
Hollywood, FL 33024

as its agent to accept service of process within this State.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the Registered Office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


RICHARD T. DONATO