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LAW OFFICES

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RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON I. HAMILTON

July 31, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

300002255883--4
-08/04/97--01028--008
*****122.50 *****122.50

RE: MEATBALL MARINE, INC.
Our File No. 97-M-39

Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

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TALLAHASSEE, FLORIDA

/am
Enclosures

97-8-6-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
MEATBALL MARINE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is MEATBALL MARINE, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway,
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

ROBERT K. MILLER, ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be



Increased from time to time by the bylaws. The name and address of the Initial director is:

John A. Keeley
5800 Overseas Highway, Suite 35-220
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

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

John A. Keeley
5800 Overseas Highway, Suite 35-220
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 5800 Overseas Highway, Suite 35-220, Marathon, Monroe County, Florida 33050.


ARTICLE VIII - INDEMNIFICATION.

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

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of July, 1997.


JOHN A. KEELEY
Incorporator/ Director

NEW JERSEY
STATE OF ~~FLORIDA~~)
) SS:
COUNTY OF ~~MONROE~~)
HUDSON

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 30th day of ~~June~~, 1997,
by JOHN A. KEELEY, who is personally known to me. July

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
In the State and County aforesaid this 30th day of ~~June~~, 1997.

Herbert Grossman
NOTARY PUBLIC, State of Florida N. J.

My commission expires:

HERBERT GROSSMAN
Notary Public of New Jersey
My Commission Expires Sept. 19, 1998

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: MEATBALL MARINE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5800 Overseas Highway, Suite 35-220, Marathon, Florida has named ROBERT K. MILLER, ESQ., 2975 Overseas Highway, Marathon, Florida 33050 as its agent to accept service of process with Florida.

John A. Keeley
JOHN A. KEELEY
Incorporator/Director

TAX ID# 65.077 0133

per R.I.C. sr.

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.


ROBERT K. MILLER
Registered Agent

Dated: June ____, 1997.

3. July 97

FILED
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STATE
TALLAHASSEE, FLORIDA

