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SCHILD & PETERSON, P.A.

ATTORNEYS AT LAW
234 NORTH KROME AVENUE
HOMESTEAD, FLORIDA 33030

WADE C. PETERSON

OF COUNSEL
MARVIN SCHILD

Telephone (305) 247-0333

Facsimile (305) 247-7133

Toll Free (800) 380-9099

September 4, 1997

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

000002287170--1
-09/08/97--01115--001
*****70.00 *****70.00

Re: Homestead Marine Services, Inc.

Gentlemen:

Enclosed please find a check in the amount of \$70.00 to file the Articles of Incorporation.

Very truly yours,



Wade C. Peterson

WCP/ms
Enclosure

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMESTEAD MARINE SERVICES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:

HOMESTEAD MARINE SERVICES, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's By-Laws, a majority of the shares entitled to vote, represented in person or

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TALLAHASSEE, FLORIDA

by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of this Corporation is 1423 Woodpecker Road, Homestead, Florida 33030, and the initial registered agent of this Corporation is WADE C. PETERSON.

ARTICLE VII
INITIAL OFFICERS AND BOARD OF DIRECTORS

This Corporation shall have at least one Director. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The names and addresses of the initial Officers and Directors of the Corporation are as follows:

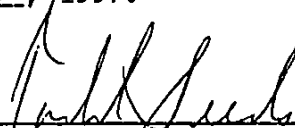
Jacklyn Kris Hicks 17331 Greer Avenue Homestead, Florida	President/Director
Todd Seeds 1423 Woodpecker Road Homestead, Florida 33030	Vice President
William Hicks 17331 Greer Avenue Homestead, Florida	Secretary/Treasurer

ARTICLE VIII
INCORPORATORS


The name and address of the Corporation's Incorporator is:

Todd Seeds 1423 Woodpecker Road Homestead, Florida 33030	Vice President
William Hicks 17331 Greer Avenue Homestead, Florida	Secretary/Treasurer

IN WITNESS WHEREOF, we have subscribed our hands and seals
this 4th day of September, 1997.



Todd Seeds



William Hicks


STATE OF FLORIDA)
COUNTY OF DADE)

On this 4th day of September, 1997, before me, a
Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared TODD SEEDS and WILLIAM
HICKS, known to me to be the persons whose names are subscribed to
the within instrument and acknowledged that they executed the same
for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal.



Wade C. Peterson
MY COMMISSION # CG639327 EXPIRES
April 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC
Print Name: WADE C. PETERSON
Commission No: _____

My Commission Expires:

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, THAT **HOMESTEAD MARINE SERVICES, INC.**, DESIRES TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF HOMESTEAD, STATE OF FLORIDA,
HAS NAMED WADE C. PETERSON, LOCATED AT 234 N. KROME AVENUE,
HOMESTEAD,
FLORIDA, 33030, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 

Todd Seeds

TITLE: Vice President

DATE: 9/1/97

SIGNATURE: 

William Hicks

TITLE: Secretary/Treasurer

DATE: 4 sept 97

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TALLAHASSEE, FLORIDA

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.

SIGNATURE: 

WADE C. PETERSON

DATE: SEPT 4th, 1997