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September 18, 1997

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

FILED
97 SEP 22 AM 8:00
TALLAHASSEE, FLORIDA
30000229-2
-09/22/97-01061-007
***122.50 ***122.50

Re: GREY SWAN MARINE, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover fees as follows:

Filing fee	\$ 35.00
Resident agent fee	35.00
Certified copy	<u>52.50</u>
	\$ 122.50

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Sincerely yours,


J. DANIEL BREDE

JDB/kjg
Enclosures

SEP 23 1997

ARTICLES OF INCORPORATION

OF

GREY SWAN MARINE, INC.

FILED
97 SEP 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is GREY SWAN MARINE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 215 S.W. 6th Street, Pompano Beach, Florida 33060. The name of the corporation's initial registered agent is Charles M. Grace, Jr.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation are:

Name

Address

CHARLES M. GRACE, JR.	17742 Maplewood Drive Boca Raton, Florida 33487
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The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Charles M. Grace, Jr., 17742 Maplewood Drive, Boca Raton, Florida 33487.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

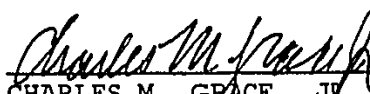
ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

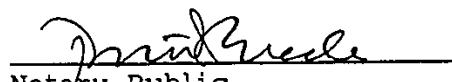
Dated this 18 day of September, 1997.


CHARLES M. GRACE, JR.,
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared CHARLES M. GRACE, JR., known to me to be the person described in and who executed the foregoing Articles of Incorporation of GREY SWAN MARINE, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 18 day of September, 1997.


Notary Public
My Commission Expires:



J DANIEL BREDE
My Commission CC565562
Expires Oct. 24, 2000

. . . .

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

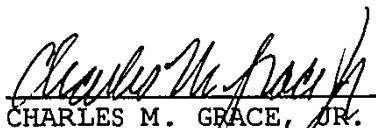
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GREY SWAN MARINE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named CHARLES M. GRACE, JR. as the person upon whom process may be served at the following address:

215 S.W. 6th Street
Pompano Beach, Florida 33060

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.



CHARLES M. GRACE, JR.

FILED
97 SEP 22 AM 8:00
TALLAHASSEE, FLORIDA