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JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK ***
BRENT G. WOLMER

September 19, 1997

MAILING ADDRESS:
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WEST PALM BEACH, FL 33402-4388.

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
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* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer

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

RE: Top Knotch Marine Services, Inc.

700002293627--9
-09/22/97--01109--001
****122.50 ****122.50

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is check number 138 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood

Sharon L. Wood, assistant to
Gary M. Dunkel, Esq.

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DMD 9/24/97

enclosures

cc: Mr. & Mrs. Mark Arnold-Glasser

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EFFECTIVE DATE
9-19-97

FILED
97 SEP 22 AM 9:18
OFFICE OF THE
CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOP KNOTCH MARINE SERVICES, INC.

FILED

97 SEP 22 AM 9:18

ARTICLE I - NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is:
TOP KNOTCH MARINE SERVICES, INC.

ARTICLE II - PRINCIPAL ADDRESS

200 S.W. Monterey Road
Stuart, Florida 34994

EFFECTIVE DATE

9-19-97

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 155 Yacht Club Drive #401, North Palm Beach, Florida 33408 and the name and address of the initial registered agent is Mark Arnold-Glasser of 155 Yacht Club Drive #401, North Palm Beach, Florida 33408.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the

Bylaws. The names and addresses of the initial Directors of the Corporation are:

Mark Arnold-Glasser
155 Yacht Club Drive #401
North Palm Beach, Florida 33408

Nancy Arnold-Glasser
155 Yacht Club Drive #401
North Palm Beach, Florida 33408

ARTICLE VIII - INCORPORATOR

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

Gary M. Dunkel
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

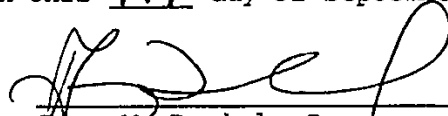
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and

conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of September, 1997.


Gary M. Dunkel, Incorporator

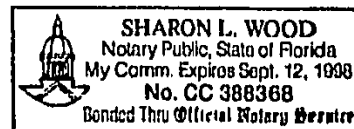
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, GARY M. DUNKEL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of September, 1997.


Notary Public

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 TOP KNOTCH MARINE SERVICES, INC., DESIRING
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF STUART, STATE OF
FLORIDA, HAS NAMED MARK ARNOLD-GLASSER LOCATED AT 155 YACHT CLUB
DRIVE #401 IN THE CITY OF NORTH PALM BEACH, STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Gary M. Dunkel, Incorporator

DATED: September 19, 1997

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: 

Mark Arnold-Glasser Registered Agent

DATED: September 19, 1997

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