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TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4001
FROM: FAS-T CORP. AGENTS, INC. CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839	ACCT#: 071001002335 FAX #: (305)716-0346
NAME: BAY POINT MARINE, INC. AUDIT NUMBER.....H97000016353 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 CERT. COPIES.....1	PAGES..... 4 DEL.METHOD.. FAX EST.CHARGE.. \$122.50

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ATT. Boley

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BAY POINT MARINE, INC.

ARTICLE I - NAME

The name of this Corporation is **BAY POINT MARINE, INC.**

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is **4225 BAY POINT ROAD, MIAMI, FLORIDA 33137.**

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared By: **MIGUEL G. FARRA**
KAUFMAN, ROSSIN & CO.
2699 S. Bayshore Drive
Miami, Florida 33133
(305) 857-6771

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is MIGUEL G. FARRA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

The name and address of the initial director of this Corporation is:

MANUEL VIAMONTE, III
4225 BAY POINT ROAD
MIAMI, FLORID 33137

ARTICLE VIII - INCORPORATOR

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

MIGUEL G. FARRA
2699 SOUTH BAYSHORE DRIVE
5TH FLOOR
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1st day of October, 1997.



Incorporator

H97000016353

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STATE OF FLORIDA
COUNTY OF DADE

}
} SS.
}

The foregoing instrument was acknowledged before me on Oct. 1, 1997, by Miguel G. Parra, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: Michelle Moyano
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission CC47318
Expires Jul 08, 1999
Bounded by AND
800-645-5878

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CERTIFICATE OF REGISTERED AGENT

OF

BAY POINT MARINE, INC.

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

That BAY POINT MARINE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named MIGUEL G. FARRA as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 1st day of October, 1997.


MIGUEL G. FARRA

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