



THE UNITED STATES  
CORPORATION  
COMPANY

P97000093269

ACCOUNT NO. : 072100000032

REFERENCE : 583464 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pigut*

ORDER DATE : October 30, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 583464-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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FILED  
97 OCT 30 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TECMARINE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY  
XX (1) PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 OCT 30 AM 11:36  
DIVISION OF CORPORATION

SN OCT 30 1997

ARTICLES OF INCORPORATION

OF

TECMARINE HOLDINGS, INC.

**FILED**  
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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TECMARINE HOLDINGS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9900 N.W. 25<sup>th</sup> Street, Miami, Florida 33172.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Jeremy Chester  
9900 N.W. 25 Street  
Miami, Florida 33172

Britt K. Chester  
9900 N.W. 25 Street  
Miami, Florida 33172

#### **ARTICLE VII**

The name of the Incorporator is Juan P. Loumiet and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29<sup>th</sup> day of October, 1997.

  
\_\_\_\_\_  
Juan P. Loumiet, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TECMARINE HOLDINGS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
By: Karen Rozar, as Agent

Dated: October 30, 1997

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