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LAW OFFICES
PHILIP T. WEINSTEIN, P.A.
2250 S. W. 3RD AVENUE • 5TH FLOOR
MIAMI, FLORIDA 33129

FILED

PHILIP T. WEINSTEIN
FLORIDA BAR CERTIFIED TAX LAWYER
SUSAN GRANOFF

November 10, 1997

97 NOV 17 AM 9:02
TELEPHONE (305) 856-0082
FAX (305) 854-6810

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Attention: New Filings
Post Office Box 6327
Tallahassee, Florida 32314

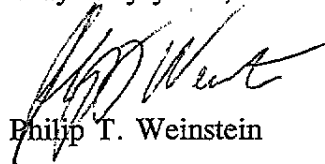
Re: Godelco Marine Corporation

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-11/17/97--01139--014
***122.50 ***122.50

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for Godelco Marine Corporation, along with our check in the amount of \$122.50 for the filing fee and a certified copy of the Articles of Incorporation. Please return the certified copy to us in the enclosed, self-addressed, stamped envelope.

Very truly yours,



Philip T. Weinstein

PTW/de
Enclosures

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ARTICLES OF INCORPORATION
OF
GODELCO MARINE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be GODELCO MARINE CORPORATION.

ARTICLE II

The general nature of the business to be carried out by this corporation is:

1. To conduct all lawful business except banking, insurance or public utility operation.
2. To buy, sell, lease, charter, own or operate all types of watercraft or vessels.
3. To conduct such other businesses as may be incidental or advantageous to the operation of the business described in paragraphs 1 and 2 hereof.
4. To buy, hold, lease, and dispose of real estate and materials for the purposes aforesaid.
5. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this state or throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any state.
6. To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares at Ten Dollars (\$10.00) par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

The initial street address of principal offices of the corporation shall be 2250 S.W. Third Avenue, Fifth Floor, Miami, Florida 33129.

ARTICLE VII

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, are:

Jerry M. Lindzon
3 Grove Isle, PH-9
Coconut Grove, Florida 33133

Carmen Gallo, Secretary
3351 S.W. 18th Street
Miami, Florida 33145

ARTICLE VIII

The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares that each agrees to take, and the amounts paid therefor, are:

Keats, Ltd., 100 shares, \$1,000

ARTICLE IX

The designated registered office of the corporation is:

C/O Philip T. Weinstein
2250 S.W. Third Avenue
Fifth Floor
Miami, Florida 33129

The name of the designated Registered Agent, whose business address is identical to that of the Registered Office of the corporation is:

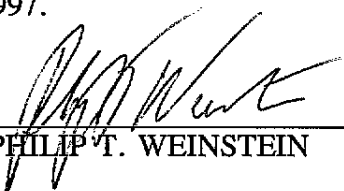
Philip T. Weinstein

ARTICLE X

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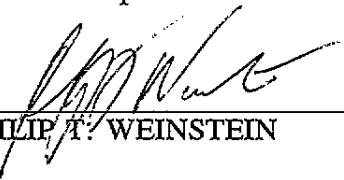
Corporate existence shall commence on the date of filing of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of November, 1997.



PHILIP T. WEINSTEIN

I am familiar with the duties and responsibilities of registered agent in the State of Florida, and I accept those duties and responsibilities for this corporation.

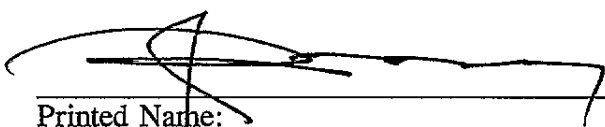


PHILIP T. WEINSTEIN

STATE OF FLORIDA)
) SS.
COUNT OF DADE)

BEFORE ME, the undersigned authority, personally appeared, PHILIP T. WEINSTEIN, to me known to be the person who executed the foregoing Articles of Incorporation, and who exhibited to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of November, 1997.



Printed Name:
Notary Public, State of Florida at Large
My Commission Expires:

Prepared by:
Philip T. Weinstein, Esq.
2250 S.W. Third Avenue
Fifth Floor
Miami, Florida 33129

