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January 22, 1998

State of Florida
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

200002416052--3
-01/29/98--01065--002
*****70.00 *****70.00

RE: New Corporation

Dear Division of Corporation,

Please file the enclosed Articles of Incorporation. We have included our \$ 70.00 filing fee.

Please forward filed copies to: Michael Painter
12864 Biscayne Blvd #214
North Miami, FL 33181

If any additional information is required please contact us at (305) 755-9286.

Thank you.

Sincerely,

Michael A. Painter

FILED
98 JAN 29 AM 8:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EAGLE MARITIME
12864 Biscayne Blvd ~ # 214 ~ North Miami ~ FL ~ 33181
(305) 755-9286 ~ email: schoonereagle@bellsouth.net

WMM
2-2-98

ARTICLES OF INCORPORATION
OF
EAGLE MARITIME, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Status of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this Corporation shall be: EAGLE MARITIME, INC.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose for which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

- A. To have a corporate seal, which may be altered at pleasure, and to use same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situate.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- D. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

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TALLAHASSEE, FLORIDA

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests, in or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for its corporate purposes, invest and re-invest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARE OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE THOUSAND shares of common class only with a par value of One Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The shareholders of this Corporation shall have pre-emptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: PRINCIPLE PLACE OF BUSINESS

The street address of the Corporations principle place of business is as follows, to-wit: 12864 Biscayne Blvd, #214, North Miami, FL, 33181.

ARTICLE VIII: REGISTERED AGENT

The name and address of the Corporation's initial registered agent for service of process is as follows:

Leslie A. Scholle
12864 Biscayne Blvd # 214
N Miami, FL 33181

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the By-Laws of said Corporation. The initial Board of Directors shall consist of one (1) member whose name and addresse are as follows, to wit:

NAME	ADDRESS
Michael A. Painter	12864 Biscayne Blvd, #214 North Miami, FL 33181

Said members of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X: INCORPORATORS

The following persons shall act as the incorporators of EAGLE MARITIME, INC. by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida:

NAME	ADDRESS
Michael A. Painter	12864 Biscayne Blvd, #214 North Miami, FL 33181

ARTICLE XI: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed, and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, WE, the undersigned subscribing incorporators, have hereunto set our bonds and seals this 23rd day of January, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.

FLDL P.536-541-48-346-0
9/26/2000
J. Michael A. Painter
MICHAEL A. PAINTER

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23 day of January, 1998,
by Michael A. Painter, who is personally known to me or who have produced

_____ as identification and who did/did not take an oath.

NOTARY FOR SIGNATURE ONLY AND NOT THE CONTENTS OF THE DOCUMENTS.

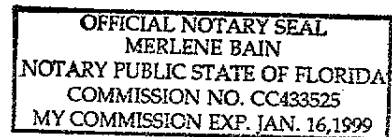


Notary Public, State of FL

Commission No. CC433525

My Commission Expires: 1-16-99

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES FOLLOWING
IS SUBMITTED:

FIRST - THAT EAGLE MARITIME, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH IRS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NORTH
MIAMI, STATE OF FLORIDA, HAS NAMED LESLIE A SCHOLLE, LOCATED AT
12864 BISCAYNE BLVD, CITY OF NORTH MIAMI, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Michael A. Painter
(CORPORATE OFFICER)

TITLE President
DATE 1/23/98

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 PROVISION OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Leslie A. Scholle
(REGISTERED AGENT)
DATE 1-23-98

FILED
98 JAN 29 AM 8:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA