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February 18, 1998

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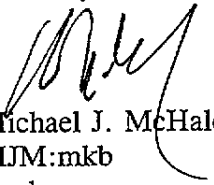
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of MARINE SERVICES OF CAPE CORAL, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (561) 655-1200. Thank you.

Sincerely,


Michael J. McHale
MJM:mkb
Enclosures

corp.le

FILED
98 FEB 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 2-24-98

**ARTICLES OF INCORPORATION
OF
MARINE SERVICES OF CAPE CORAL, INC.**

FILED
98 FEB 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

MARINE SERVICES OF CAPE CORAL, INC.

The principal place of business of this corporation shall be 1951 S.E. 32nd Street, Cape Coral, FL 33904.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Michael J. McHale.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity, commencing February 18, 1998.

ARTICLE VI - DIRECTORS

This corporation shall initially have six (6) Directors. The maximum number of Directors of the corporation is seven (7). The names and addresses of the initial Directors are:

Patrick O'Brien
1951 S.E. 32nd Street
Cape Coral, FL 33904

John Fatta
1951 S.E. 32nd Street
Cape Coral, FL 33904

Robert Cleary
1951 S.E. 32nd Street
Cape Coral, FL 33904

Joseph Frohnhoefer
1951 S.E. 32nd Street
Cape Coral, FL 33904

Rainer Beck
1951 S.E. 32nd Street
Cape Coral, FL 33904

Robert J. Bryan
1951 S.E. 32nd Street
Cape Coral, FL 33904

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Robert Cleary
1951 S.E. 32nd Street
Cape Coral, FL 33904

President

John Fatta
1951 S.E. 32nd Street
Cape Coral, FL 33904

Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

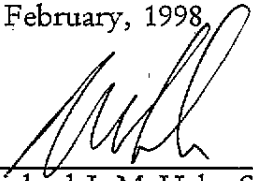
Michael J. McHale
301 Clematis Street
Suite 200
West Palm Beach, Florida 33401

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 18 day of February, 1998.

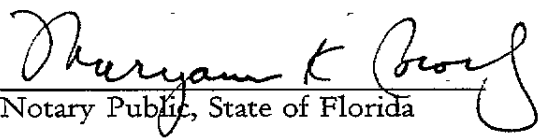


Michael J. McHale, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Michael J. McHale, who is personally known to me or who has produced a driver's license as identification and who did take an oath, this 18 day of February, 1998.



Notary Public, State of Florida



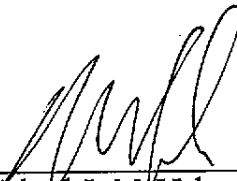
CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That MARINE SERVICES OF CAPE CORAL, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Michael J. McHale, 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 the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Michael J. McHale
Registered Agent

DATED: 2/8/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 23 PM 3:01

FILED