

MAY- 1-98 FRI 8:33 AM

P98000039572 P. 1

TEX98 FLORIDA DIVISION OF CORPORATIONS
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((H9800008269 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: PROFESSIONAL & OFFSHORE MARINE SERVICES, INC AUDIT
NUMBER.....H9800008269 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3 CERT. COPIES.....0
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/1/98

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98 MAY -1 AM 10: 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PROFESSIONAL & OFFSHORE MARINE SERVICES, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: PROFESSIONAL & OFFSHORE MARINE SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1326 Southeast 17 Street, Suite 545, Fort Lauderdale, Florida 33316.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

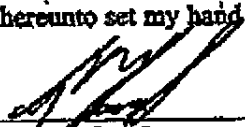
The name and address of the initial registered agent is: ROBERT S. FLAVEL, 1326 Southeast 17 Street, Suite 545, Fort Lauderdale, Florida 33316.

ARTICLE V INCORPORATOR

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

ROBERT S. FLAVEL
1326 Southeast 17 Street, Suite 545
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 30 day of April, 1998.



ROBERT S. FLAVEL (SEAL)

DAVID G. MURRAY, ESQ.
321 SOUTHEAST 15 AVENUE
FORT LAUDERDALE, FL 33301
954-467-2000
FLA BAR NO. 0152156

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MAY- 1-98 FRI 8:34 AM

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P. 3

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30 day of April, 1998
by ROBERT S. FLAVEL, who is (personally known to me) (or who has produced)
_____ (as identification).

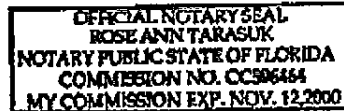
Rose Ann Tarasuk
(Signature of Person Taking Acknowledgment)

ROSE ANN TARASUK
(Name of Acknowledger Typed, Printed or
Stamped)

My Commission Expires: 11/12/2000

Commission No. CC 596464

(NOTARY SEAL)



H9800008849

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is PROFESSIONAL & OFFSHORE MARINE SERVICES, INC.

2. The name and address of the registered agent and office is: ROBERT S. FLAVEL, 1326 Southeast 17 Street, Suite 545, Fort Lauderdale, Florida 33316.

SIGNATURE: _____

Title Incorporator/President

Date 30 APRIL 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ROBERT S. FLAVEL
Registered Agent

DATE: 30 APRIL 1998

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TALLAHASSEE, FLORIDA