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LAW OFFICE
JOSEPH M. BALOCCO, P. A.
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO
THOMAS T. COON, JR.

Telephone: (954) 764-0005
Facsimile: (954) 764-1478

May 5, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Corporations

RE: American Offshore Marine, Inc.

600002518056--7
-05/11/98--01012--010
****122.50 *****78.75

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO

JMB/ves
enclosures

FILED
98 MAY -8 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 5/12/98

**ARTICLES OF INCORPORATION
OF
AMERICAN OFFSHORE MARINE, INC.**

FILED
98 MAY -8 PM 1: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: AMERICAN OFFSHORE MARINE, INC. The principal address of the corporation is 1451 Old Griffin Road, Dania, FL 33004.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1451 OLD GRIFFIN ROAD, DANIA, FLORIDA 33004 and the name of the initial registered agent of this corporation at that address is: RICHARD GIROUX.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:	ADDRESS:
RICHARD GIROUX	1451 OLD GRIFFIN ROAD DANIA, FLORIDA 33004
ZEN MIERZWA	1451 OLD GRIFFIN ROAD DANIA, FLORIDA 33004

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:

ADDRESS:

RICHARD GIROUX

1451 OLD GRIFFIN ROAD
DANIA, FLORIDA 33004

ZEN MIERZWA

1451 OLD GRIFFIN ROAD
DANIA, FLORIDA 33004

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of April, 1998.



SUBSCRIBER

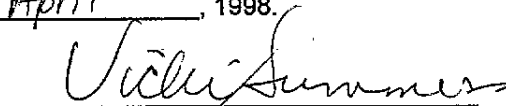


SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

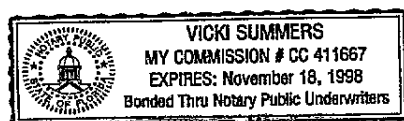
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD GIROUX and ZEN MIERZWA known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of April, 1998.



NOTARY PUBLIC

My Commission Expires:



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

In compliance with section 48.091, Florida statutes, the following is submitted:

First--That AMERICAN OFFSHORE MARINE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1451 OLD GRIFFIN ROAD, City of DANIA, State of FLORIDA, 33004, has named RICHARD GIROUX, located at 1451 OLD GRIFFIN ROAD, City of DANIA, State of FLORIDA, 33004, as its agent to accept service of process within Florida.

SIGNATURE 
RICHARD GIROUX

TITLE PRESIDENT

DATE 4/17/98

Second--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 provisions of all statutes relative to the proper performance of my duties.

SIGNATURE 
RICHARD GIROUX

DATE 4/17/98

FILED
98 MAY - 8 PM 1: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA