

FREDERICK K. SLICKER

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INDEPENDENT LAWYERS

WILLIAM D. NAY
MATTHEW G. LIVINGOOD

INDEPENDENT CERTIFIED
LEGAL ASSISTANT
TERRI A. HARBISON

April 27, 1998

P980000045103

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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*****78.70 *****78.70

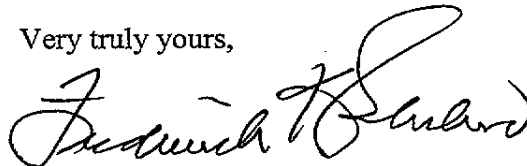
RE: Incorporation of Consolidated Marine, Inc..

Gentlemen:

Enclosed herewith is one original and one copy of the Articles of Incorporation of Consolidated Marine, Inc., together with \$78.70 which represents the filing fee and one certified copy thereof. Please file these articles and return a certified copy to me in the enclosed envelope.

If you have any questions, please call me at your earliest convenience.

Very truly yours,

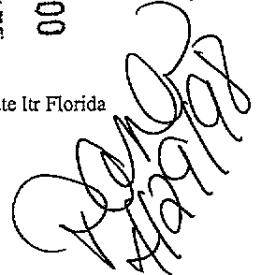

Frederick K. Slicker

Enclosures

FILED
98 MAY 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7250\Consolid Marine-Sec State ltr Florida

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1998

FREDERICK K. SLICKER, ESQUIRE
SUITE 200
4444 EAST 66TH STREET
TULSA, OK 74136-4206

SUBJECT: CONSOLIDATED MARINE, INC.
Ref. Number: W98000009619

We have received your document for CONSOLIDATED MARINE, INC. and your check(s) totaling \$78.70. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00023320

**ARTICLES OF INCORPORATION
OF
CONSOLIDATED MARINE, INC.**

FILED
98 MAY 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is Consolidated Marine, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Florida. The principal executive office for the corporation is at 775-B Taylor Lane, Dania, FL 33004. The Corporation's registered agent at that office is Jim Gardiner.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act; provided however, the Corporation shall not engage in any business except as a participant in the Consolidated Revenge Joint Venture.

ARTICLE IV

CAPITALIZATION

The total number of shares which this Corporation is authorized to issue is 50,000 shares of Common Stock, par value \$.01 per share.

The Board of Directors shall have the power and authority to issue without shareholder approval debentures or other securities convertible into, or warrants or options to subscribe for or purchase, authorized shares of Common Stock of the Corporation upon such terms and conditions as shall be determined by action of the Board of Directors.

ARTICLE V

NO CUMULATIVE VOTING

The holders of record of the Common Stock shall have one vote for each share held of record. Cumulative voting for the election of directors or otherwise is not permitted.

ARTICLE VI

NO PREEMPTIVE RIGHTS

No holder of record of Common Stock shall have a preemptive right or be entitled as a matter of right to subscribe for or purchase any: (i) shares of capital stock of the Corporation of any class whatsoever; (ii) warrants, options or rights of the Corporation; or (iii) securities convertible into, or carrying warrants, options or rights to subscribe for or purchase, capital stock of the Corporation of any class whatsoever, whether now or hereafter authorized.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Frederick K. Slicker, 8908 South Yale, Suite 410, Tulsa, OK 74137. The powers of the incorporator shall terminate upon the election of initial directors effective immediately after filing of this Certificate of Incorporation with the Secretary of State of Florida.

ARTICLE VIII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of directors who shall be elected by the incorporator effective immediately after the filing of this Certificate of Incorporation with the Secretary of State, State of Florida, and who shall serve as directors until the first annual meeting of shareholders or until their respective successor is duly elected and qualified. The number of directors may be changed from time to time in accordance with the bylaws of the Corporation then in effect. Election of directors at a meeting of shareholders need not be by written ballot.

ARTICLE IX

AMENDMENT OF BYLAWS

The Board of Directors of the Corporation is expressly authorized and empowered to make, alter, amend or repeal the bylaws of the Corporation and to adopt new bylaws.

ARTICLE X

POSSIBLE CONFLICTS OF INTEREST

No agreement or transaction involving the Corporation or any other corporation, partnership, proprietorship, trust, association or other entity in which the Corporation owns an interest or in which a director or officer of the Corporation has a financial interest shall be void or voidable solely for this reason or solely because any such director or officer is present at or participates in the approval of such agreement or transaction.

ARTICLE XI

INDEMNIFICATION

To the full extent not prohibited by the law as in effect from time to time, the Corporation shall indemnify any person (and the heirs, executors and representatives of such person) who is or was a director, officer, employee or agent of the Corporation, or who, at the request of this Corporation, is or was a director, officer, employee, agent, partner, or trustee, as the case may be, of any other corporation, partnership, proprietorship, trust, association or other entity in which this Corporation owns an interest, against any and all liabilities and reasonable expenses incurred by such person in connection with or resulting from any claim, action, suit or proceeding, whether brought by or in the right of the Corporation or otherwise and whether civil, criminal, administrative or investigative in nature, and in connection with an appeal relating thereto, in which such person is a party or is threatened to be made a party by reason of serving or having served in any such capacity.

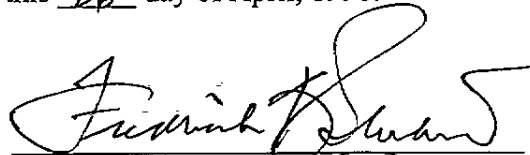
ARTICLE XII

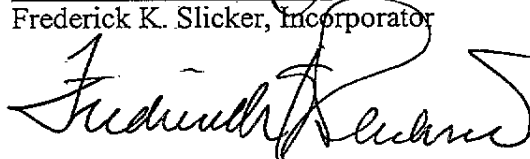
NO DIRECTOR LIABILITY IN CERTAIN CASES

To the maximum extent permitted by law as in effect from time to time, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of any fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for: (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) unlawful payment of dividends or stock redemptions; or (iv) any transaction from which the director derived an improper personal benefit.

SIGNATURES

For the purpose of forming a corporation under the Florida Business Corporations Act, the undersigned incorporator affirms, declares, certifies and acknowledges that the foregoing Certificate of Incorporation is my free and voluntary act and deed and that the facts stated therein are true and correct to my best knowledge and belief as of this 26th day of April, 1998.

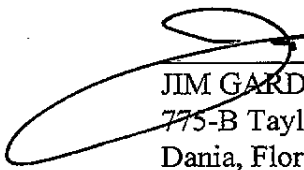


Frederick K. Slicker, Incorporator


REGISTERED AGENT'S CONSENT

The undersigned consents to act as Registered Agent of the new Florida corporation by the name of CONSOLIDATED MARINE, INC.

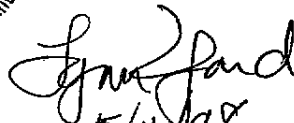
May 10, 1998


JIM GARDINER
775-B Taylor Lane
Dania, Florida 33004



LYNN YARD
My Commission CC549611
Expires Apr. 22, 2000

A handwritten circle containing the initials "p.k." in cursive.


5/11/98

FILED
98 MAY 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA