



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 870460 81682A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 25, 1998

ORDER TIME : 1:47 PM

ORDER NO. : 870460-005

CUSTOMER NO: 81682A

CUSTOMER: Todd A. McDowell, Esq
BEYEL BROTHERS, INC.

4505 Pine Cone Place

Cocoa, FL 32926

300002572758--5
-06/26/98--01001--010
****122.50 ****122.50

DOMESTIC FILING

NAME: BEYEL MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:42

RECEIVED
98 JUN 25 PM 2:45
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

BEYEL MARINE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:42

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: BEYEL MARINE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 4505 Pine Cone Place, Cocoa, Florida 32926.

ARTICLE III

The number of shares of stock this corporation is authorized to have outstanding at any one time is: One Hundred (100) shares.

ARTICLE IV

The name and address of the initial registered agent is: Mark J. Beyel, whose address is 4505 Pine Cone Place, Cocoa, Florida 32926.

ARTICLE V

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE VI

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business including but not limited to the business of transporting marine cargo.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name:

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute sec. 607.0302;

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;

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;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

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

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

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this State, for the

administration;

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

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

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 and for any or all of the directors, officers, and employees of its subsidiaries;

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

To have and exercise all powers necessary or convenient to effect its purposes; and


To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute sec. 607.0850.

ARTICLE VII

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

Todd A. McDowell, Esquire
4505 Pine Cone Place
Cocoa, Florida 32926

The undersigned incorporator has executed these articles of incorporation this 24th day of June, 1998.


TODD A. MCDOWELL

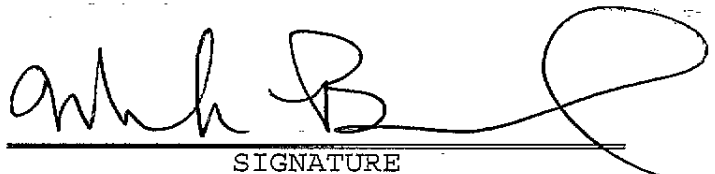
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:42

CERTIFICATE DESIGNATING
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: BEYEL MARINE, INC.
2. The name and address of the registered agent and office is: Mark J. Beyel, 4505 Pine Cone Place, Cocoa, Florida 32926.

HAVING BEEN NAMED 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 PROVISIONS 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.


SIGNATURE

DATE: 6-24-98