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JEROME F. SKRANDEL, P. A.

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August 1, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/03/98--01110--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for M & M MARINE MGMT, INC.

Gentlemen:

Please FILE with the Secretary of State, Division of Corporations, the enclosed original and duplicate of the Articles of Incorporation and Resident Agent for the above corporation.

Please have the Secretary of State endorse his approval of the Articles on the copy, certify it and return same to this office.

Attached is my check for \$122.50 payable to the Secretary of State to cover the following:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00

Your earliest completion of this request will be appreciated.

Sincerely,

  
Jerome F. Skrandel

JFS:ps  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -3 AM 10:13

**ARTICLES OF INCORPORATION  
OF  
M & M MARINE MGMT, INC.**

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -3 AM 10:13

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1. The name of the corporation (hereafter, the "Corporation") is M & M MARINE MGMT, INC.

ARTICLE 2. The street and mailing address of the principal office of the Corporation is 3257 Gifford Lane, Coconut Grove, Florida 33133.

ARTICLE 3. The Corporation shall have: perpetual duration upon filing its Articles of Incorporation by the Department of State; succession in its corporate name; the powers an individual has to do all things necessary or convenient to carry out its business and affairs; and all general and emergency powers provided for corporations pursuant to Chapter 607, F.S.

ARTICLE 4. The general purposes for which the Corporation is organized are to engage in the boat transportation and repair business, to provide business management services to the marine

industry, to provide all related services, and to transact all lawful business for which corporations may be incorporated.

ARTICLE 5. The maximum number of shares the Corporation is authorized to issue is Five Hundred (500), all of which shall be Common Shares with a par value of One (\$1.00) Dollar per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6. The initial street address of the Corporation's registered office is 3257 Gifford Lane, Coconut Grove, Florida 33133. The initial registered agent for the Corporation at that address is MAUREEN D. HONE, who is appointed registered agent pursuant to the provisions of Chapter 607 of the Florida Statutes for all purposes required by law, including the acceptance of service of process.

ARTICLE 7. The board of directors of the Corporation shall consist of at least one (1) but not more than three (3) members. The name and address of the person who will serve on the initial board of directors of the corporation and hold office for the first year or until a successor is chosen, is: MAUREEN D. HONE, 3257 Gifford Lane, Coconut Grove, Florida 33133.

ARTICLE 8. The Corporation shall have the following officers: President, Secretary and Treasurer. The following are

the names and addresses of the first officers of the Corporation who shall hold office for the first year or until their successors are chosen:

President:                   **MAUREEN D. HONE**  
                              3257 Gifford Lane  
                              Coconut Grove, Florida 33133

Secretary:                  **MAUREEN D. HONE**  
                              3257 Gifford Lane  
                              Coconut Grove, Florida 33133

Treasurer:                 **MAUREEN D. HONE**  
                              3257 Gifford Lane  
                              Coconut Grove, Florida 33133

ARTICLE 9. The following is the name and street address of the person signing these Article of Incorporation as the incorporator of the Corporation, the number of shares of stock for which she has subscribed, and the value of the consideration she has paid therefor:

Incorporator:              **MAUREEN D. HONE**  
                              3257 Gifford Lane  
                              Coconut Grove, Florida 33133

who has subscribed for 100 shares of common stock at par value.

ARTICLE 10. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE 11. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors of the Corporation, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all

directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned incorporator, being the original subscriber to these Articles of Incorporation and to the capital stock as herein set forth, do hereby make and file this certificate hereby declaring and certifying the facts herein stated are true.

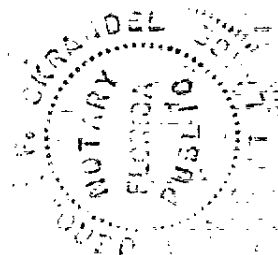
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of August, 1998.

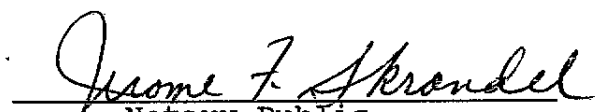
  
MAUREEN D. HONE (SEAL)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of August, 1998, by MAUREEN D. HONE, incorporator of M & M MARINE MGMT, INC., who is personally known to me, or who produced FL DL H500-544-59-632-0 for identification.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the County and State aforesaid, this 1st day of August, 1998.



  
Notary Public  
My Commission Expires:



JEROME F. SKRANDEL  
My Commission CC415819  
Expires Nov. 08, 1998  
Bonded by NFNU  
800-224-6368

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE AND  
ACCEPTANCE BY REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

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Pursuant to the provisions of section 607.0501, Florida Statutes, **M & M MARINE MGMT, INC.**, the above mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for said Corporation in the State of Florida:

1. The name of the Corporation is: **M & M MARINE MGMT, INC.**
2. The name and street address of the registered agent and office is: **MAUREEN D. HONE, 3257 Gifford Lane, Coconut Grove, Florida 33133.**

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DOES 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.

  
MAUREEN D. HONE (SEAL)