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Eight Bells Marine, Inc.
444 Brickell Avenue
Suite 51-416
Miami, FL 33131-2492

August 6, 1998

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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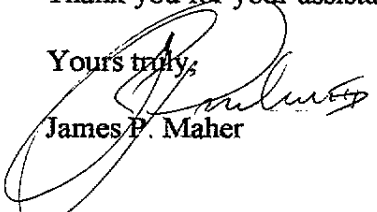
Dear Sir/Madam:

Please find enclosed Articles of Incorporation for Eight Bells Marine, Inc. and a check for \$122.50 for filing fees, registered agent designation and Certified Copy of the Articles of Incorporation filing for Eight Bells Marine, Inc.

Please return to the address of Eight Bells Marine, Inc. 444 Brickell Avenue, Suite 51-416, Miami, FL 33131-2492.

Thank you for your assistance.

Yours truly,


James P. Maher

JPM:ko

Enclosures

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ARTICLES OF INCORPORATION
OF
EIGHT BELLS MARINE, INCORPORATED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME:

The name of the corporation is:

EIGHT BELLS MARINE, INCORPORATED

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ARTICLE II. NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation is any lawful activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III. CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares, each having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS:

The initial address of the principal and registered office of this corporation is to be 444 Brickell Avenue, Suite 51-416, Miami, Florida 33131-2492, and James P. Maher shall be the initial registered agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII. DIRECTORS:

The corporation shall have three directors initially.

ARTICLE VIII. INITIAL DIRECTORS:

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

James P. Maher
444 Brickell Avenue
Suite 51-416
Miami, FL 33131-2492

Charles Flannery
444 Brickell Avenue
Suite 51-416
Miami, FL 33131-2492

Humberto Pachas
444 Brickell Avenue
Suite 51-416
Miami, FL 33131-2492

ARTICLE IX. OFFICERS:

A. The officers of the corporation shall be President, Vice-President, and Secretary Treasurer and such other officers as may be provided by the by-laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

James P. Maher – President

Charles Flannery – Vice-President

Humberto Pachas – Secretary-Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE X. SUBSCRIBERS:

The name and street address of the subscriber of these Articles of Incorporation is as follows:

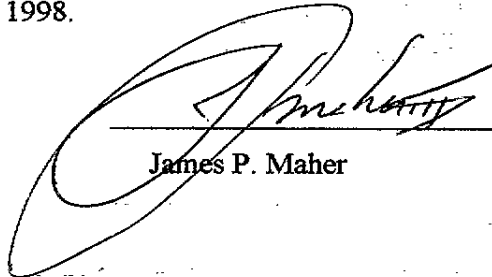
James P. Maher 444 Brickell Avenue
Suite 51-416
Miami, Florida 33131-2492

ARTICLE XI. AMENDMENT:

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled

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

IN WITNESS WHEREOF, I have hereunder set my hand and seal,
acknowledge and filed the foregoing Articles of Incorporation under the laws of the State
of Florida, this 16th day of July 1998.



James P. Maher

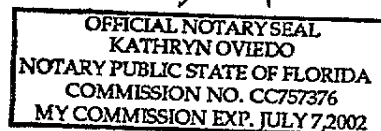
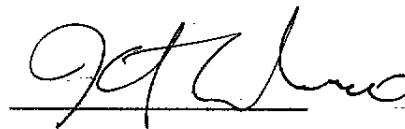
STATE OF FLORIDA]

] SS:

COUNTY OF DADE]

BEFORE ME personally appeared James P. Maher to me well known and known
to me to be the individual described in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he executed the same for the purposes
therein expressed.

WITNESS my hand and official seal in the county and state named above this
16th day of July, 1998.



My commission expires:

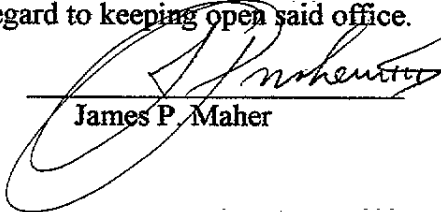
**CERTIFICATE DESIGNATING PLACE
OR BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of chapter 48.901, Florida Statute, the following is submitted, in compliance with said Act.

That Eight Bells Marine, Incorporated desiring to organize under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at 444 Brickell Avenue, Suite 51-416, in the City of Miami, County of Dade, State of Florida 33131-2492, has named James P. Maher as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act in regard to keeping open said office.


James P. Maher

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