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Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131  
(305) 379-5574

FILED

98 SEP 14 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 8, 1998 EFFECTIVE DATE  
9-8-98

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-09/14/98--01037--001

\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: International Marine Management Associates, Inc.

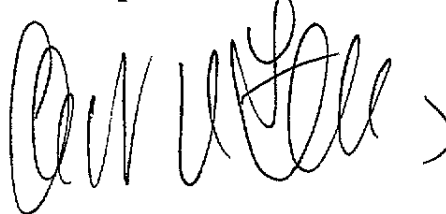
Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Department of State. Also enclosed is a check for \$122.50 as payment for the following:

1.	Filing fee	\$ 35.00
2.	Registered agent fee	35.00
3.	Certified copy of articles	<u>52.50</u>
		\$122.50

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed. Please call if there are any questions or if you need additional information.

Very truly yours,



ARZ/dh  
Enc.

P. Hall

SEP 17 1998

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MARINE MANAGEMENT ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND PRINCIPAL OFFICE

EFFECTIVE DATE

9-8-98

The name of this corporation is International Marine Management Associates, Inc. and its initial principal office is located at 1408 Brickell Bay Drive, Suite 1211, Miami, Florida 33131.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III  
DURATION

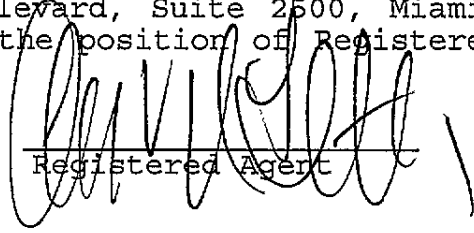
This corporation shall have perpetual existence commencing on September 8, 1998.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, each at \$1.00 par value.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and registered office of this corporation shall be Antonio R. Zamora, Esq., 201 S. Biscayne Boulevard, Suite 2500, Miami, Florida 33131. I do hereby accept the position of Registered Agent.

  
Registered Agent

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have at least one (1) director but no more than five (5) directors. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of this corporation and his address is:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

ARTICLE VII  
INCORPORATOR

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

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

ARTICLE VIII  
INDEMNIFICATION

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

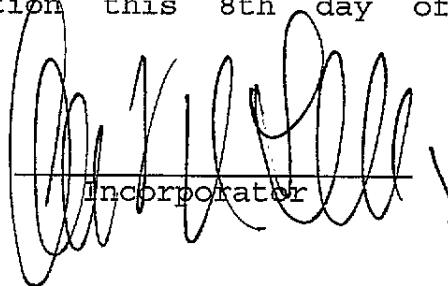
ARTICLE IX  
PREEMPTIVE RIGHTS

Every stockholder, upon the sale for the cash of any new stock of this corporation of the same kind, class or series as that which already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation this 8th day of  
September, 1998.

  
Incorporator

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