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LAW OFFICES

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April 18, 2000

Florida Department of State
Division of Corporations
409 East Gainesville Street
Tallahassee, Florida 32399

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-04/21/00--01082--006
*****87.50 *****43.75

Re: **Maritime Replicas America, Inc.**
File No : 1397.1

Dear Sir/Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for Maritime Replicas America, Inc.

Enclosed is a check in the amount of \$87.50 to pay for filing the Amended and Restated Articles of Incorporation and for a certified copy the Amended and Restated Articles of Incorporation.

Please forward the certified copy of the Amended and Restated Articles of Incorporation to my office in the enclosed preaddressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,


PAUL M. KADE

PMK:krq
Enclosures

*Amended
+ Restated*

Spayne 5/1/00

FILED
00 APR 21 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

MARITIME REPLICAS AMERICA, INC.

FILED
00 APR 21 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MARITIME REPLICAS AMERICA, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be: 10355 S.W. 132 Street, Miami, Florida 33176.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE & AGENT

The registered office of this corporation shall be 10355 S. W. 132 Street, Miami, Florida 33176, and the registered agent of this Corporation at such office shall be Rocio Davila,, 10355 S. W. 132 Street, Miami, Florida 33176, who upon accepting this designation agrees to comply with the provisions of

§48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than three (5). The names and addresses of the directors constituting the initial Board of Directors are:

Warren R. Samut
10355 S.W. 132 Street
Miami, FL 33176

Rocio Davila
10355 S.W. 132 Street
Miami, FL 33176

ARTICLE VIII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than sixty percent (60%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

ARTICLE XI - AMENDMENT


Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a sixty-percent (60%) vote of the Board of Directors.

The aforementioned Amended and Restated Articles of Incorporation were adopted on April 18, 2000 by all of the directors and shareholders of MARITIME REPLICAS AMERICA, INC. and that the number of votes cast was sufficient for approval.

DATED this 18th day of April, 2000.



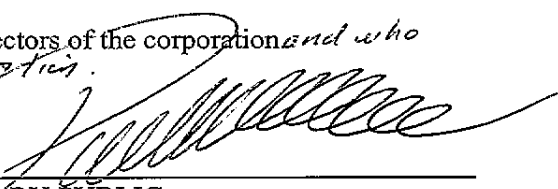
Rocio Davila, Shareholder and Director



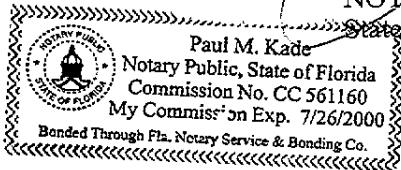
Warren R. Samut, Shareholder and Director

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Amended and Restated Articles of Incorporation of MARITIME REPLICAS AMERICA, INC., were acknowledged before me this 18 day of April, 2000, by Warren R. Samut and Rocio Davila, constituting all of the shareholders and directors of the corporation *and who presented FL driver's licenses as identification.*

My Commission Expires: _____


NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MARITIME REPLICAS AMERICA, INC., at the place designated in the Articles of Incorporation, I, ROCIO DAVILA, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 18 day of April, 2000.

A handwritten signature in black ink, appearing to read 'Rocio Davila', is written over a horizontal line.

ROCIO DAVILA, Registered Agent