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JOHN W. KEARNS, P.A.

ATTORNEY

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CORAL GABLES, FLORIDA 33146

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October 30, 1998

Department of State
Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

000002678180--7
-11/02/98--01116--006
*****70.00 *****70.00

Re: Articles of Incorporation of
Applied Marine Design, Inc.

Dear Clerk:

Enclosed are the Articles of Incorporation for Applied Marine Design, Inc., along with a check made payable to the order of Secretary of State for \$70. Please return a copy to the undersigned in the enclosed self-addressed stamped envelope.

Sincerely,

John W. Kearns
John W. Kearns

JWK/as
Enclosure
cc: Tony Chapman

FILED
98 NOV -2 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 4 1998

ARTICLES OF INCORPORATION
OF
APPLIED MARINE DESIGN, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

APPLIED MARINE DESIGN, INC.

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of this corporation shall be:

APPLIED MARINE SERVICE, INC.
755 Tiziano Avenue
Coral Gables, Florida 33143

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any of or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and the Registered Agent of the corporation is:

John W. Kearns, Esquire
431 Gerona Avenue
Coral Gables, Florida 33146

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INITIAL OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial President and members of the Board of Directors are:

Tony Chapman
President and Director
755 Tiziano Avenue
Coral Gables, FL 33143

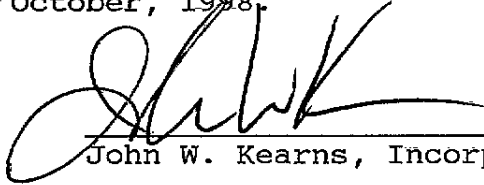
John W. Kearns
Secretary and Director
431 Gerona Avenue
Coral Gables, FL 33146

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

John W. Kearns
431 Gerona Avenue
Coral Gables, FL 33146

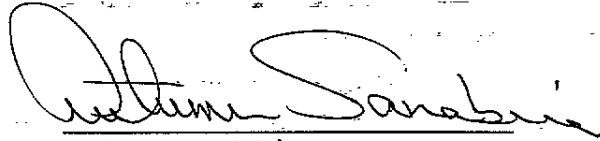
The undersigned has executed these Articles of Incorporation,
on this 30th day of October, 1998.

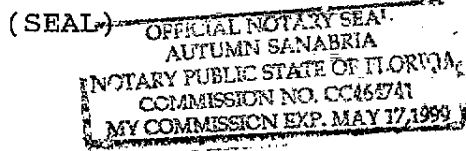

John W. Kearns, Incorporator

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

BEFORE ME, the undersigned authority, personally appeared John
W. Kearns, who is personally known to me, and who signed the above
and foregoing Articles of Incorporation as Incorporator, on this
30th day of October, 1998.

My Commission Expires:


Notary Public
State of Florida



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John W. Kearns, having a business office at 431 Gerona Avenue, Coral Gables, Florida 33146, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

By: 

John W. Kearns, Esq.
Registered Agent

FILED
98 NOV -2 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA