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((H98000023602 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT OF MIAMI  
CONTACT: STEVEN H HAGEN  
PHONE: (305)374-8500

ACCT#: 072203000603  
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NAME: NEWTECH MARINE, INC.

AUDIT NUMBER.....H98000023602

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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**ARTICLES OF INCORPORATION  
OF  
NEWTECH MARINE, INC.**

The undersigned, acting as incorporator of NEWTECH MARINE, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is NEWTECH MARINE, INC.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:  
Steven H. Hagen, Esq.  
Florida Bar No.: 0310743  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131.  
Tel. (305) 374-8500  
Fax (305) 789-7799

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**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is Steven H. Hagen, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 17th day of December, 1998.

  
\_\_\_\_\_  
Steven H. Hagen  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That NEWTECH MARINE, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.


Dated this 17th day of December, 1998.

**INTRASTATE REGISTERED  
AGENT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 17 AM 9:23

**FILED**

By:   
Name: Steven H. Hagen  
Title: Vice President

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