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ACCOUNT NO. : 072100000032

REFERENCE : 108694 4311754

AUTHORIZATION : Patricia Pyzdek  
COST LIMIT : \$ 70.00

ORDER DATE : January 22, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 108694-005

800002751398--7

CUSTOMER NO: 4311754

CUSTOMER: Michael B. Denberg, Esq  
FIELDSTONE, LESTER & SHEAR  
FIELDSTONE, LESTER & SHEAR  
Suite 2100  
200 South Biscayne Blvd.  
Miami, FL 33131

DOMESTIC FILING

NAME: NEWCASTLE MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

Handwritten initials and date: *g* 1/22/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 3:43

DIVISION OF CORPORATION

99 JAN 22 AM 11:24

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 3:43

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

**ARTICLE ONE:**

The name of this corporation is: **NEWCASTLE MARINE, INC.**

**ARTICLE TWO:**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE:**

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

**ARTICLE FOUR:**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE:**

The street address of the initial principal office of this corporation is:

20043 NE 39 Place  
Aventura, FL 33180

and the name and address of the Registered Agent of this corporation is:

Michael B. Denberg  
Fieldstone Lester Shear & Denberg  
2875 NE 191 Street, Suite 802  
Aventura, FL 33180

**ARTICLE SIX:**

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Lester Miller  
20043 NE 39th Place  
Aventura, FL 33180

**ARTICLE SEVEN:**

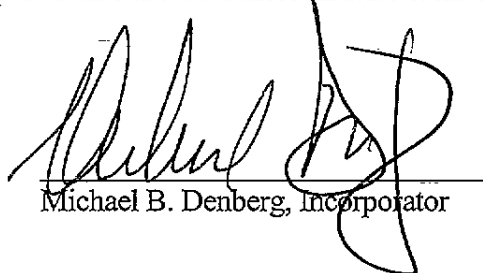
The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

**Michael B. Denberg**  
Fieldstone Lester Shear & Denberg  
2875 NE 191 Street, Suite 802  
Aventura, FL 33180

**ARTICLE EIGHT:**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of January, 1999.

  
Michael B. Denberg, Incorporator

STATE OF FLORIDA )

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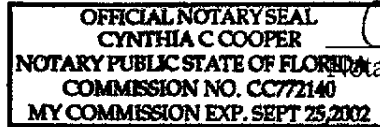
COUNTY OF DADE )

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DIVISION OF CORPORATIONS

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BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MICHAEL B. DENBERG, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 20 day of January, 1999.



*Cynthia C. Cooper*  
Notary Public - State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, MICHAEL B. DENBERG, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.

*Michael B. Denberg*  
MICHAEL B. DENBERG  
Registered Agent