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April 15, 1999

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

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*****78.75 *****78.75

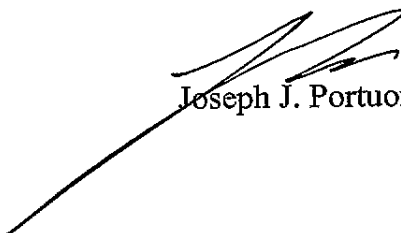
Re: **Lady Ann II Marine, Inc.**
Our File No. 8177.1

Dear Sir,

Enclosed herein please find our articles of incorporation for the subject entity for filing. We have also enclosed our check for \$78.75 which includes the filing fee as well as the fee for a certified copies of the filed articles.

Please return the certified articles to me as soon as possible. I thank you for your anticipated cooperation.

Sincerely,


Joseph J. Portuondo, Esq.

JJP/
Enclosures
cc: Mr. Felix Morales

FILED
99 APR 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 22 1999

**ARTICLES OF INCORPORATION
OF
LADY ANN II MARINE, INC.
(A Florida For Profit Corporation)**

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is LADY ANN II MARINE, INC.

**ARTICLE II
ADDRESS**

The principal office and mailing address of this corporation is:

Lady Ann II Marine, Inc.
C/o Joseph J. Portuondo, Esq.
Terremark Centre, Suite 1141
2601 S. Bayshore Drive
Miami, Florida 33133

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation, and the name of the registered agent of this corporation is:

Joseph J. Portuondo, Esq.
Terremark Centre, Suite 1141
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE VIII
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one. The directors of this corporation are:

Felix A. Morales
Carmen Ana Roca Hernandez

Terremark Centre, Suite 1141
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE IX OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice-Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

President/Secretary/Treasurer
Felix A. Morales
Terremark Centre, Suite 1141
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE X INCORPORATOR

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

Joseph J. Portuondo, Esq.
Terremark Centre, Suite 1141
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE XI INDEMNIFICATION

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

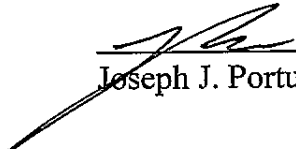
ARTICLE XII BY-LAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XIII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name on April 15, 1999.



Joseph J. Portuondo, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Joseph J. Portuondo, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA