



THE UNITED STATES  
CORPORATION  
COMPANY

P9900039768

FILED

99 MAY -3 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 225571 4327828

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

EFFECTIVE DATE

4-30-99

ORDER DATE : May 3, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 225571-005

200002860232--2

CUSTOMER NO: 4327828

CUSTOMER: Ms. Paulette Clark  
ALLEY MAASS ROGERS & LINDSAY,  
ALLEY MAASS ROGERS & LINDSAY,  
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: PEARCE MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 5/3/99

RECEIVED

99 MAY -3 AM 11:28

ARTICLES OF INCORPORATION  
OF  
PEARCE MARINE, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Pearce Marine, Inc.

EFFECTIVE DATE  
4-30-99

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of this corporation is 315 S. Lake Drive, Penthouse C, Palm Beach, Florida 33480.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

James T. Pearce, Jr.  
315 S. Lake Drive Penthouse C  
Palm Beach, Florida 33480

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Robb R. Maass  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

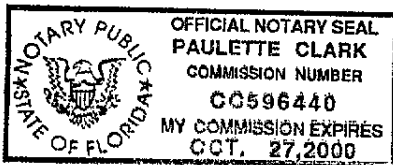
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of April, 1999.

Robb R. Maass  
Robb R. Maass

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF PALM BEACH         )

The foregoing was acknowledged before me this 30th day of April, 1999, by Robb R. Maass, who is personally known to me.

Paulette Clark  
Signature of Person Taking  
Acknowledgment

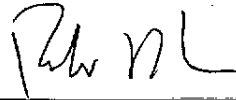


Paulette Clark  
Name typed, printed or stamped  
Title or Rank: \_\_\_\_\_  
Serial Number: \_\_\_\_\_

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for Pearce Marine, Inc., and agrees to serve in compliance with all applicable Florida Statutes.

I am familiar with and accept the obligations of my position as registered agent.



Robb R. Maass

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