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CARLA NEELEY FREITAG

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June 8, 1999

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

EFFECTIVE DATE

200002900092--2 -06/10/99--01016--009 *****78.75 *****78.75

RE: Canaveral Boatwerks, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-proposed Florida corporation, a registered agent designation, and the incorporator's check in the amount of \$78.75 for payment of the following:

1.	Filing Fee	\$ 35.00
2.	Certified Copy of the	
	Articles of Incorporation	8.75
3.	Registered Agent Designation	_35.00
	TOTAL	\$ 78.75

Please file the enclosed articles and return a certified copy to me. Thank you for your attention in this matter.

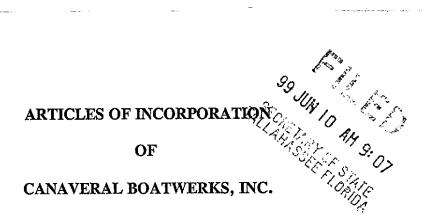
Yours very truly,

Carla Neeley Freitag, Esquire

Enclosures

cc: Mr. Robert W. Freitag II (without enclosures)

99 JUN 10 AM 9: 07
SECRETARY OF STATE
TALLAHASSEF FLORIDA



EFFECTIVE DATE

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is CANAVERAL BOATWERKS, INC.

ARTICLE II Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III Purposes

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

ARTICLE IV Capital Stock

The maximum number of shares of stock the corporation is authorized to issue is 1,000 shares of common voting stock having a par value of \$.10 per share.

ARTICLE V Initial Registered Office and Agent

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are: **ROBERT W. FREITAG II**, 8980B Discovery Road, Cape Canaveral, Florida 32920-4237.

The address of the initial principal office and the mailing address of the corporation are: 8980B Discovery Road, Cape Canaveral, Florida 32920-4237.

ARTICLE VI Directors

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

The name and street address of the initial director of the corporation are: **ROBERT W. FREITAG II**, 480 Sundoro Court, Merritt Island, Florida 32953.

ARTICLE VII Incorporator

The name and street address of the incorporator of the corporation are: **ROBERT W. FREITAG II**, 480 Sundoro Court, Merritt Island, Florida 32953.

ARTICLE VIII Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

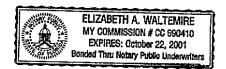
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this June 8, 1999.

RÓBÉRT W. FREITAG I

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this June 8, 1999, by **ROBERT**W. FREITAG II,
who is personally known to me, or who has produced as identification, and who did/did not take an oath.

NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 607.0505, Florida Statutes, the following is submitted:

CANAVERAL BOATWERKS, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates ROBERT W. FREITAG II as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 8980B Discovery Road, Cape Canaveral, Florida 32920-4237.

CANAVERAL BOATWERKS, INC.

Bv:

ROBERT W. FREITAG II

Dated: June 8, 1999

ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate and being familiar with and accepting the obligations of that position, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

OBERT W. FREITAG IJ

Dated: June 8, 1999