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ATTORNEY AND COUNSELOR AT LAW

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July 7, 1999

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

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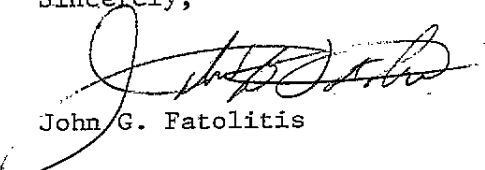
Re: Kalymnos, Inc.

Gentlemen:

Enclosed herein please find original and copy of Articles of Incorporation
For Kalymnos, Inc. and check for \$70.00 representing filing fee and resident
agent fee.

Please forward a conformed copy.

Sincerely,


John G. Fatolitis

Enc.

FILED
99 JUL 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLMON-CASE JUL 19 1999

ARTICLES OF INCORPORATION

OF

KALYMNOS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby form(s) a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of this Corporation is KALYMNOS, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things mentioned herein as fully and to the same extent as natural persons might or could do.

1. To operate, maintain and otherwise manage a business for any purpose allowed by law.
2. To take, buy, purchase, sell, exchange, hire, lease or otherwise acquire boats, real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, add to hold, own, control, manage and develop same.
3. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.
4. To buy, own, maintain, or otherwise manage boats for the business of commercial spiny lobster, spiny lobster tailing, commercial Gulf of Mexico reef fish, harvesting sponges and sale of same.
5. To purchase, hold, sell and issue the shares of its own capital stock.
6. To conduct its business in the State of Florida, in other states, and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to any under which this corporation is formed.
7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
8. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anyway limited or restricted by reference from the terms of any other objects, powers or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK

The aggregate number of share of stock that is authorized to be issued is 1000 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

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JUL 12 1999
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

a ARTICLE IV. DURATION OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V. ADDRESS

The street address of the principal office of this corporation is and the name of its initial registered agent at that address is SARANTIS KITSOS, 521 Athens Street, Tarpon Springs, Florida 34689. The corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate.

ARTICLE VI. DIRECTORS

The management and control of this corporation shall be vested in a Board of Directors of not less than (1) Director. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the corporation. The Board of Directors shall be elected by the shareholders of the corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

Sarantis Kitsos

521 Athens Street
Tarpon Springs, Florida 34689

ARTICLE VII. OFFICERS

The officers of the corporation shall be a President, Vice Presiden, Secretary and Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which may seem expedient to the Board. The officers who are to hold offices for the first year of existence of the corporation or until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Office</u>
Sarantis Kitsos	President
Sarantis Kitsos	Vice President
Sarantis Kitsos	Secretary-Treasurer

ARTICLE VIII SUBSCRIBERS

The names and street addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Sarantis Kitsos	521 Athens Street, Tarpon Springs, Fla. 34689

ARTICLE IX. SEAL

The seal of the corporation shall be circular with the name KALYMNOS, INC., and "Florida Seal", 1999 in the center.

IN WITNESS WHEREOF, the undersigned, as the incorporator(s) of the above-named corporation, do hereby subscribed our name(s) and acknowledge the execution of the same on this 7th day of July, 1999.

Sarantis Kitsos
Sarantis Kitsos

State of Florida
County of Pinellas

BEFORE ME, personally appeared, SARANTIS KITSOS, the person(s) described in and who executed the foregoing Articles of Incorporation for KALYMNOS, INC., and who acknowledged to and before me that each of them executed said instrument for the purposes therein expressed, and who is, are, personally known to me.

WITNESS my hand and official seal, this the 7th day of July, 1999, in the afore-said county and State.

Renee' F. Gialousis
Notary Public



Renee' F. Gialousis
MY COMMISSION # GC518341 EXPIRES
April 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated 7-7-99

Sarantis Kitsos
Sarantis Kitsos

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99 JUL 12 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA