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CORPORATE
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1.) Vanguard Marine International, Inc.
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**ARTICLES OF INCORPORATION
OF**

VANGUARD MARINE INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is VANGUARD MARINE INTERNATIONAL, INC.

SECOND: The principal office or mailing address of the Corporation is 6500 N.W. 12th Avenue, Suite 118, Fort Lauderdale, Florida 33309.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) each and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Deborah A. Craig
6500 Northwest 12th Avenue
Suite 118
Fort Lauderdale, FL 33309

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation
on August 11, 1999, in Broward County, State of Florida.

Deborah A. Craig
Deborah A. Craig
INCORPORATOR

STATE OF FLORIDA)
)ss.:
COUNTY OF BROWARD)

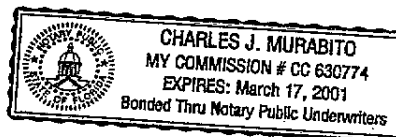
The foregoing instrument was acknowledged before me this ____ day of August,
1999, by Deborah A. Craig who is personally known to me or who has
produced _____ (type of identification) as identification and who
did/did not take an oath.

OFFICIAL NOTARIAL SEAL:

Charles J. Murabito
Notary Public
Charles J. Murabito
(type, print, or stamp name)

My Commission Expires: 3-17-01

Commission No.: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Vanguard Marine International, Inc.
2. The name and address of the registered agent and office is:

Deborah A. Craig
6500 Northwest 12th Avenue
Suite 118
Fort Lauderdale, FL 33309

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TALLAHASSEE, FLORIDA



Deborah A. Craig
INCORPORATOR

Date: August 11, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Signature of Registered Agent

Date: August 11, 1999