

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, FL 33131-2339
305-579-0300
Fax: 305-579-0321

Morgan, Lewis
& Bockius LLP
COUNSELORS AT LAW

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99 SEP 20 PM 12:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 16, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-09/20/99--01099--007
*****70.00 *****70.00

Re: SeaKing NewBuild, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to the Secretary of State in the amount of \$70.00 covering the cost for filing same.

Kindly file the enclosed document accordingly and return the filed copy to the undersigned in the enclosed self-addressed stamped envelope provided for that purpose.

Sincerely,


Timothy A. Crass

Enclosures

1-MI/347647.1

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
London Brussels Frankfurt Tokyo Singapore Jakarta

D. BROWN SEP 23 1999

ARTICLES OF INCORPORATION
OF
SEAKING NEWBUILD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

SeaKing NewBuild, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

3126 John P. Curci Drive
Bay No. 3
Pembroke, Florida 33009

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$10.00 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

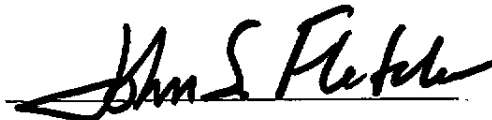
Board of Directors

The number of directors constituting the initial board of directors is one (1). Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Wilhelm P. Pfeiffer

c/o SeaKing International AG
Zugerstrasse 76 b
CH-6341 Baar
Switzerland

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 16th day of September, 1999.

A handwritten signature in black ink, appearing to read "John S. Fletcher", written over a horizontal line.

John S. Fletcher

Acceptance By Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as registered agent of SeaKing New Build, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: September 16, 1999.



John S. Fletcher