

Filing Fee: \$150.00

ID Number: 185962



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

BUSINESS CORPORATION

APR 03 2002

By [Signature]

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS
APR 3 1 51 PM '02

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is GLOBAL MARINE POWER, INC.

~~(This is a close corporation pursuant to § 7-1.1-5 of the General Laws, 1956, as amended.)~~ (Strike if Inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Domestic and international sale of marine engines and component parts to the wholesale market and trade, and any other lawful purpose for which a corporation may be organized
In furtherance of said purpose, the corporation shall have all powers necessary and convenient to effect the same in accordance with the provisions of Section 7-1.1-4 of the General Laws of Rhode Island, 1956, as amended.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 4000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):
without par value

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 3010 Post Road
Warwick, RI 02886 (Street Address, not P.O. Box)
and the name of its initial registered agent
at such address is PAUL M. FINSTEIN, ESQUIRE (City/Town) (Zip Code)
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is ONE (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

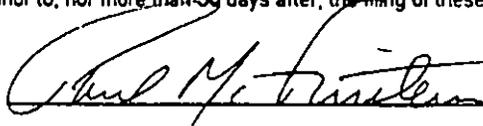
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>WALTER BOLCON</u>	<u>P.O. Box 984, Newport, RI 02840</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>PAUL M. FINSTEIN, ESQUIRE</u>	<u>3010 Post Road, Warwick, RI 02886</u>
_____	_____
_____	_____

10. Date when corporate existence is to begin immediately upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: April 1, 2002

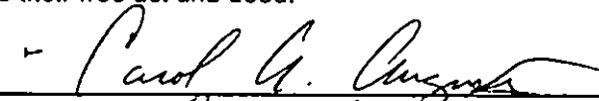


Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Kent

In Warwick, on this _____ day of April, 2002, personally
appeared before me PAUL M. FINSTEIN, ESQUIRE

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public Carol A. Augustyn
My Commission Expires: 4/7/05

No stockholder shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names, and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the president, treasurer or secretary of the corporation. The corporation shall have thirty (30) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the corporation shall reject said offer or if no action shall be taken by it prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph. "Any transfer contrary to the foregoing provisions shall be void." The corporation, by resolution, however, may waive the foregoing provisions with respect to any particular transfer.

Indemnification of directors, officers and employees: Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, of any claim or suit to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled under the General Corporation Laws of the State of Rhode Island.



Global Marine

Engines & Parts
for the Marine Industry

P.O. Box 984
Newport, RI 02840
Tel-401-397-6784
800-413-7662
Fax-401-397-8039
800-307-4884

Secretary of State
State of Rhode Island
Corporations Office
100 North Main Street
Providence, Rhode Island 02903-1335

April 2, 2002

Dear Sir or Madam:

GLOBAL MARINE ENGINES AND PARTS, INC., hereby consents to and authorizes the filing and incorporation of a new corporate entity within the State of Rhode Island to be known as GLOBAL MARINE POWER, INC.

Global Marine Engines And Parts, Inc.

By:

Walter Bolconi, President/CEO

RECEIVED
SECRETARY OF STATE
APR 3 1 51 PM '02

For All Current Application Information, Please Visit The Global Web Sites At,
www.globalmarineengines.com or www.globalmotorsmarine.com

FILED
APR 03 2002
By JR07