

N 44 886

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March 27, 2001

VIA FED EX

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/28/01-01093-001
*****43.75 *****43.75

Re: Flotilla Two, Inc.
Reinstatement and Articles of Amendment

Dear Sir or Madam:

Enclosed for filing please find a Uniform Business Report for Flotilla Two, Inc. as well as a check for \$358.75 made out to Department of State. Such Report is being filed in order to reinstate the above-referenced corporation's status as Active.

Also enclosed are the Restated Articles of Incorporation of Flotilla Two, Inc., the \$35.00 filing fee and \$8.75 certified copy fee. Your expeditious filing of the UBR and certification of the amended Articles is appreciated.

If I can provide any further information, please do not hesitate to contact me.

Sincerely,

/s/ Norse N. Blazzard

Norse N. Blazzard
Secretary of Flotilla Two, Inc.

FILED
01 MAR 28 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NNB/tll
Enclosures

Rstart
T. LEWIS MAR 29 2001

RESTATED
ARTICLES OF INCORPORATION

OF

FLOTILLA TWO, INC.
(NOT-FOR-PROFIT)

FILED
01 MAR 28 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following restated articles of incorporation

FIRST:

The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE ONE

NAME

The Name of the Corporation is:

FLOTILLA TWO, INC.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes of the Corporation shall be as follows:

A. To educate the public in safety of life at sea and upon navigable waters; to promote efficiency in operation of boats and yachts; to foster a wider knowledge of and better compliance with the laws, rules and regulations governing the operation of boats and yachts; to educate and train

personnel skilled in the handling of boats; and useage and customs of the United States Coast Guard and Coast Guard Auxiliary.

B. To collect and receive funds heretofore or hereafter subscribed or contributed to FLOTILLA TWO, INC., and such real, personal and mixed property as may be donated or otherwise acquired.

C. To purchase, acquire, hold, lease or otherwise acquire, hold, mortgage, pledge and dispose of real, personal and mixed property; to borrow money and to secure the payment thereof in any manner permitted by law; to improve, manage, and operate real and personal property owned or held by said Corporation, by constructing or erecting thereon classrooms or other structures to be occupied by said Corporation, and for any other purpose which might be advantageous to the promotion of the objects of this Corporation.

ARTICLE FOUR

DIRECTORS

There shall be directors of the Corporation in such number and for such terms as shall be designated in the Bylaws of the Corporation or as shall be determined from time to time by the Directors.

ARTICLE FIVE

OFFICERS

The affairs of the Corporation are to be managed by a President, a Vice-President, a Secretary and a Treasurer. Such officers will be elected annually by the Board of Directors of the Corporation, at the time of the annual meeting of the Corporation and shall take office at the beginning of the calendar year immediately following such annual meeting and shall serve until the end of such calendar year or until replaced by duly elected successors in office. The Board of Directors may, from time to time, appoint one or more Assistant Secretaries or Assistant Treasurers to perform ministerial functions of the respective offices.

ARTICLE SIX

MEMBERS

The Corporation shall have members. Members of the Corporation shall be those persons who apply for such membership and who are elected to membership by a vote of a majority of the Directors.

ARTICLE SEVEN

BYLAWS

The Bylaws of the Corporation are to be made, altered or rescinded by the Directors of the Corporation.

ARTICLE EIGHT

AMENDMENTS TO ARTICLES

The Articles of Incorporation may be amended by the Directors or Members of the Corporation. Such amendments may be proposed and adopted in a manner provided in the Bylaws of the Corporation.

ARTICLE NINE

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purpose as set forth in Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under the provisions of Section 170(c)(2) of the Internal Revenue Code of 1986, as

amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE TEN

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE ELEVEN

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation shall be 601 Seabreeze Boulevard, Ft. Lauderdale, FL 33316.

The Registered Agent for the Corporation shall be Norse N. Blazzard, 4401 West Tradewinds Avenue, Suite 207, Fort. Lauderdale, FL 33308.

ARTICLE TWELVE

CONDUCT OF CORPORATE AFFAIRS

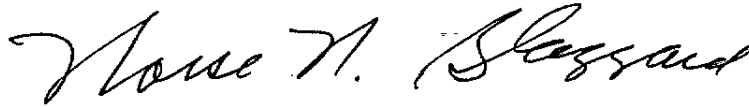
The conduct of the affairs of the Corporation, as well as the powers of the Corporation, shall be regulated by the Bylaws, as those Bylaws are adopted from time to time. The powers of the Board of Directors of the Corporation are to be regulated as provided in the Bylaws of the Corporation, as those Bylaws are adopted from time to time.

SECOND: The date of adoption of the amendment was October 7, 1998.

THIRD: Adoption of Amendment (check one)

- The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

FLOTILLA TWO, INC



Signature of Chairman, Vice Chairman, President or other officer

Norse N. Blazzard
Typed or printed Name

Secretary
Title

March 27, 2001
Date