

P96000104350

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0771  
904-222-0373 FAX

800-342-8086

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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

96 DEC 23 AM 9:51

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

REFERENCE : 198765 81123A

AUTHORIZATION : *Patricia Poynt*

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 198765-005

CUSTOMER NO: 81123A

300002035983--9

CUSTOMER: Ms. Phyllis Tuttle  
WILLIAM B. STERN, ESQ

Suite 710n  
4000 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILING

NAME: SOUTH FLORIDA MARINE  
SURVEYORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*W-26858*  
*KL 12/23*  
*PK 12/31/96*



RECEIVED

DEC 21 AM 8:21  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**  
Please give original  
submission date as file date.

December 23, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: SOUTH FLORIDA MARINE SURVEYORS, INC.  
Ref. Number: W96000026858

We have received your document for SOUTH FLORIDA MARINE SURVEYORS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 396A00056998

ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA MARINE SURVEYORS, INC.

**FILED**  
96 DEC 23 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: SOUTH FLORIDA MARINE SURVEYORS, INC..

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business, proposed objects, and/or purposes to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: Surveying and Evaluation of Maritime Products.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purposes, or objects of, or attaining to the business, purposes, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

#### ARTICLE IV

##### Capitalization

“The Corporation is authorized to issue 1000 shares of Common Stock. The Board of Directors is authorized to provide for the issuance of such Common Stock in Series A and Series B and is authorized to establish the number of shares included in each Series with preferences, limitations and relative rights of each Series of Common Stock.” “Of these shares of Common Stock, 20,000 shares shall be designated as Series A Common Stock and 80,000 shares shall be designated as Series B Common Stock.”

"Series B Common Stock shall have the same rights as Series A Common Stock, as prescribed by law, with the exception that Series B Common Stock shall be non-voting Stock."

"The Corporation shall be authorized to issue any amount of additional shares of Stock, whether Common and/or Preferred, and in any Classes or Series as permitted by law, when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose."

#### ARTICLE V

##### Directors

The business, purposes, and objects of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Directors who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of the majority of the Shares of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

1. STEPHEN KLAITY  
2000 NW 37th Avenue  
Coconut Creek, FL 33066

#### ARTICLE VI

##### Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business purposes, and/or objects of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

#### ARTICLE VII

##### Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 2000 NW 37th Avenue, Coconut Creek, FL 33066. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of the Corporation. The Registered Office of the corporation shall be the same, and the Registered Agent of the corporation at that address is Stephen J. Klaity.

#### ARTICLE VIII

##### Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names &amp; Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
STEPHEN KLAITY 2000 NW 37th Avenue Coconut Creek, FL 33066	1 Class A Stock	\$1.00 a share

## ARTICLE IX

### Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

## ARTICLE X

### Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purposes, and/or objects of this Corporation and/or any and all Subsidiaries thereof.

## ARTICLE XI

### Preemptive Rights

With the exception of the original Subscribers and Shareholders, STEPHEN KLAITY, the Shareholders of this Corporation do not have a preemptive right to acquire the Corporation's unissued shares. Stephen Klaity, upon the sale for cash of any new Stock of this Corporation, whether Common and/or Preferred, and in any Classes or Series as permitted by law, shall have the right to purchase, in any amounts and at the price at which the shares of Stock are offered to others, those shares of Stock they wish to purchase. This right conferred upon Stephen Klaity shall be considered a right of first refusal on the purchase of any additional shares of Stock offered for sale by the Corporation without regard to anyone else's right to purchase additional shares.

## ARTICLE XII

Amendments


The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this \_\_ day of December, 1996.

  
\_\_\_\_\_  
STEPHEN KLAITY,  
Incorporator




AFFIDAVIT

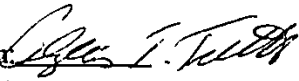
STATE OF FLORIDA        }  
                                      }§  
COUNTY OF BROWARD    }

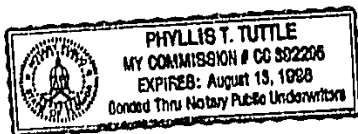
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments; STEPHEN KLAITY, of Coconut Creek, Florida, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.

  
\_\_\_\_\_  
STEPHEN KLAITY,  
Incorporator

The foregoing instrument was acknowledged before me this \_\_\_ day of December 1996, by STEPHEN KLAITY who is personally known to me or who have produced a Florida State driver's license as identification and who did take an oath.

Sign:   
Print: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



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96 DEC 23 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

STEPHEN J. KLAITY an individual residing in  
this state having a business office identical with the  
registered office of the corporation named below, and  
having been designated as the Registered Agent in the above  
and foregoing Articles of Incorporation of

SOUTH FLORIDA MARINE SURVEYORS, INC.  
is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505,  
Florida Statutes.

By:   
Typed name: STEPHEN J. KLAITY