

P 970000 69936

LAW OFFICE
H. CRANSTON POPE, J.D., LL.M. (TAX)

438 N. COVE BOULEVARD
PANAMA CITY, FLORIDA 32401

(904) 784-9174

POST OFFICE BOX 12151
PANAMA CITY, FLORIDA 32401-9151

FAX (904) 784-9175

July 25, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 AUG 11 AM 11:08
TALLAHASSEE, FLORIDA
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-07/30/97-01075--011
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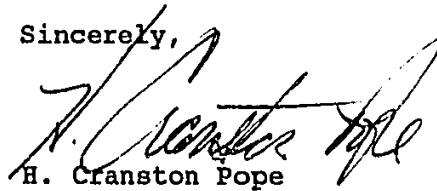
Re: Miller Marine Yacht Services

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the captioned corporation. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. Our check in the amount of \$122.50 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,


H. Cranston Pope

HCP/slb

Enclosures

1497-10518
SLB

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

H C POPE
P O BOX 12151
PANAMA CITY, FL 32401-9151

SUBJECT: MILLER MARINE YACHT SERVICES
Ref. Number: W97000017730

FILED
97 AUG 11 AM 11:06
TALLAHASSEE, FLORIDA

We have received your document for MILLER MARINE YACHT SERVICES and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 997A00039216

LAW OFFICE
H. CRANSTON POPE, J.D., LL.M. (TAX)

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PANAMA CITY, FLORIDA 32401

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PANAMA CITY, FLORIDA 32401-9151

FAX (904) 784-9175

August 4, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

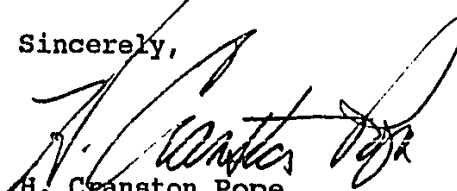
Re: Miller Marine Yacht Services, Inc.

Dear Sir or Madame,

Per your letter of August 1, 1997, enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the captioned corporation as well as a photocopy of your August letter. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. We have already forwarded the filing fee in the amount of \$122.50.

Thank you for your assistance in this matter. Should you have any questions or require further information, please let us know.

Sincerely,



H. Cranston Pope

HCP/slb

Enclosures

ARTICLES OF INCORPORATION
OF
MILLER MARINE YACHT SERVICES, INC.

FILED
AUG 11 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is MILLER MARINE YACHT SERVICES, INC.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 7141 Grassy Point Road, Southport, Florida, 32409, and the mailing address is 7141 Grassy Point Road, Southport, Florida, 32409.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, each share having the par value of \$1.00.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 7141 Grassy Point Road, Southport, Florida, 32409, and the name of the initial registered agent of this corporation at that address is Michael Miller.

Article VII - Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

Michael Miller
7141 Grassy Point Road
Southport, FL 32409

Article VIII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

The names and addresses of the persons signing these Articles are:

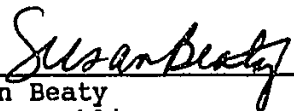
Michael Miller
7141 Grassy Point Road
Southport, FL 32409

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21
day of July, 1997.

Michael Miller (Seal)
MICHAEL MILLER

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
21 day of July, 1997 by MICHAEL MILLER, who is
personally known to me and who did not take an oath.



Susan Beaty
Notary Public
My commission expires: March 2, 2001

SUSAN BEATY
Notary Public - State of Florida
My Commission Expires March 2, 2001
Commission No. CC 625749

ACCEPTANCE OF REGISTERED AGENT

I, MICHAEL MILLER, having been appointed to act as registered agent for MILLER MARINE YACHT SERVICES in its registered office located at 7141 Grassy Point Road, Southport, Florida, 32409, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.

Michael Miller
MICHAEL MILLER

FILED
97 AUG 11 AM 11:06
TALAMON COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21 day of July, 1997 by MICHAEL MILLER who is personally known to me and who did not take an oath.

SUSAN BEATY
Notary Public - State of Florida
My Commission Expires March 2, 2001
Commission No. CC 625749

Susan Beaty
Susan Beaty
Notary Public
My commission expires: March 2, 2001