

P99000000516

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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 99 JAN -5 AM 9:40  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time ASAP
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 \*\*\*\*\*70.00 \*\*\*\*\*70.00

DIVISION OF CORPORATION  
 99 JAN -4 PM 3:40

T. SMITH JAN 05 1999  
 Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
***S & S DIESEL MARINE SERVICES, INC.***

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN -5 AM 9:40

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THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTIONS 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA BUSINESS CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation is and shall be:

***S & S DIESEL MARINE SERVICES, INC.***

**ARTICLE II. GENERAL PURPOSE OF CORPORATION**

The general purposes for which this corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at 10760 Northwest 2<sup>nd</sup> Street, Plantation, Florida 33324.

**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at 10760 Northwest 2<sup>nd</sup> Street, Plantation, Florida 33324.

**ARTICLE V. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the names and address of each person who is to serve as a member thereof is as follows:

<b><u>NAME OF DIRECTOR</u></b>	<b><u>ADDRESS</u></b>
<b>JEAN-SEBASTIEN BRISMEUR</b>	<b>10760 Northwest 2<sup>nd</sup> Street Plantation, Florida 33324</b>

**ARTICLE VI. CAPITAL STOCK**

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

**ONE HUNDRED THOUSAND (100,000) SHARES**  
of  
**COMMON STOCK**  
With a Par Value of \$1.00 Per Share  
[the "Common Stock"]

**ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<b><u>NAME OF INCORPORATOR</u></b>	<b><u>NUMBER OF SHARES</u></b>	<b><u>CONSIDERATION</u></b>
<b>JEAN-SEBASTIEN BRISMEUR</b>	<b>1,000</b>	<b>\$1,000.00</b>

**ARTICLE VIII. INCORPORATORS**

The name and address of each incorporator is as follows:

<b><u>NAME OF INCORPORATOR</u></b>	<b><u>ADDRESS</u></b>
<b>JEAN-SEBASTIEN BRISMEUR</b>	<b>10760 Northwest 2<sup>nd</sup> Street Plantation, Florida 33324</b>

#### **ARTICLE IX. NUMBER OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

#### **ARTICLE X. EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

#### **ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

#### **ARTICLE XII. REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

#### **ARTICLE XIII. EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

#### **ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

**ARTICLE XVI. GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XVII. OFFICERS**

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XVIII. DURATION OF CORPORATION EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles Of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 21 day of December, 1998.

INCORPORATOR:

  
JEAN-SEBASTIEN BRISMEUR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by JEAN-SEBASTIEN BRISMEUR, who is personally known to me or who has produced FL. Drivers Lic. as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of December, 1998.

  
NOTARY PUBLIC

Printed Name: Larry L. Adair

My Commission Expires: 12/5/02



**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

*In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:*

That *S & S DIESEL MARINE SERVICES, INC.*, a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the *ARTICLES OF INCORPORATION*, in the City of Plantation, Broward County, Florida, has named JEAN-SEBASTIEN BRISMEUR, located at 10760 Northwest 2<sup>nd</sup> Street, Plantation, Florida 33324, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been so named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JEAN-SEBASTIEN BRISMEUR  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN -5 AM 9:40

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