

**FO2000005625**

Florida Department of State  
Division of Corporations  
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Attn: Brenda Tadlock

**FOREIGN PROFIT QUALIFICATION**

INC.  
D & D Charters, Ltd. Corp.

FO need

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. D & D Charters, Inc., known in Florida as D & D Charters of Cayman, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as present.)

2. Cayman Islands 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 30, 2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Capital Place, P.O. Box 847, Grand Cayman, Cayman Islands, B.W.I.  
(Principal office address)  
One Capital Place, P.O. Box 847, Grand Cayman, Cayman Islands, B.W.I.  
(Current mailing address)

8. bareboat charter of vessel  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: N.R.A.I. Services, Inc.

Office Address: 526 East Park Avenue  
Tallahassee, Florida 32301  
(City) (Zip code)

## 10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael D. Dorman

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Nov-12-02 12:16pm From-RUDEN McCLOSKEY FTL  
Nov-07-02 03:41pm From-RUDEN McCLOSKEY FTL

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V547644886

T-270 P.03/09 F-116  
I-950 P.03/09 I-845

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman Daniel S. Dagesse

Address: P.O. Box 27, Gornham, New Hampshire 03581-0027

Vice Chairman:

Address:

Director Elaine G. Dagesse

Address: P.O. Box 27, Gornham, New Hampshire, 03581-0027

Director:

Address:

B. OFFICERS

President Daniel S. Dagesse

Address: P.O. Box 27, Gornham, New Hampshire 03581-0027

Vice President:

Address:

Secretary Elaine G. Dagesse

Address: P.O. Box 27, Gornham, New Hampshire 03581-0027

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Chairman + President

(Typed or printed name and capacity of person signing application)

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**RESOLUTION OF THE BOARD OF DIRECTORS  
OF D & D CHARTERS, INC.**

The undersigned, being all of the directors of D & D Charters, Inc., a corporation duly organized and existing under the laws of the Cayman Islands, do hereby certify that this resolution of the Board of Directors of D & D Charters, Inc., a Cayman Islands corporation, was duly adopted on November 11, 2002.

**RESOLVED**, that D & D Charters, Inc., organized and existing in the Cayman Islands, hereby adopt the name **D & D CHARTERS OF CAYMAN, INC.** for use within the State of Florida.

  
Daniel S. Dagesse, Director  
Elaine G. Dagesse, Director

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 NOV -8 PM 12:10

CR 120812

# Certificate of Incorporation

CERTIFIED A TRUE COPY  
OF THE ORIGINAL

G.E. McLaughlin  
Notary Public

I, **D. EVADNE EBANKS** Assistant Registrar of Companies of the Cayman Islands  
DO HEREBY CERTIFY, pursuant to the Companies Law CAP. 22, that all the requirements of the said Law in respect of registration were complied with by  
Date: 02 NOV 07

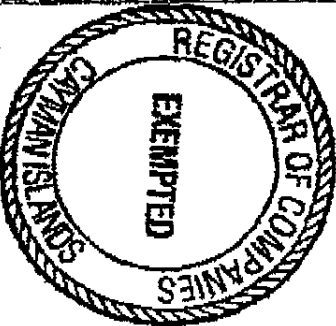
**D & D CHAPTERS, INC.**

an Exempted Company incorporated in the Cayman Islands with Limited Liability with effect from the 30th Day of October Two Thousand Two

Given under my hand and Seal at George Town in the Island of Grand Cayman this Thirtieth day of October Two Thousand Two



Assistant Registrar  
of Companies, Cayman Islands, B.W.I.



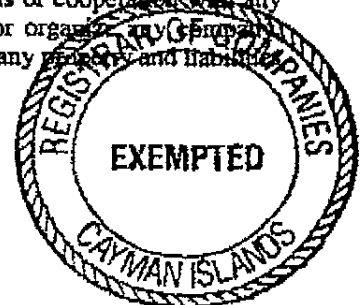
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THE COMPANIES LAW  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
D & D CHARTERS, INC.

REGISTERED AND FILED  
AS NO. 10812 THIS 30 DAY  
OF October, 2002  
ABST. REGISTRAR OF COMPANIES  
CAYMAN ISLANDS

1. The name of the Company is D & D CHARTERS, INC.
2. The Registered Office of the Company shall be at the offices of Trident Trust Company (Cayman) Limited, Fourth Floor, One Capital Place, P.O. Box 847GT, Grand Cayman, Cayman Islands, British West Indies or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:
  - (i) (a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.
  - (b) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.
  - (ii) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
  - (iii) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.
  - (iv) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organize any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities

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of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.

(v) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner and whether by personal covenant or mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration therefor.

(vi) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Directors or the Company likely to be profitable to the Company.

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

4. Except as prohibited or limited by the Companies Law (Cap. 22), the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz:

to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

5. The liability of each member is limited to the amount from time to time unpaid on such member's shares.

6. The share capital of the Company is US\$50,000 divided into 50,000 ordinary shares of a nominal or par value of US\$1.00 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) (Cap.22) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.

7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 193 of the Companies Law (Revised) (Cap. 22) and, subject to the provisions of the Companies Law (Revised) (Cap.22) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

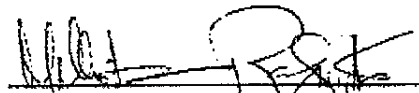
WE, the undersigned, are desirous of being formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our name.



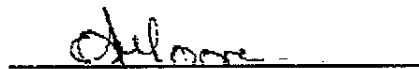
DATED the 30th day of October 2002.

SIGNATURE, ADDRESSES and  
DESCRIPTION OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH


  
Trident Nominees (Cayman) Ltd.  
(Corporation)  
P.O. Box 847GT, Grand Cayman

1 Ordinary share

  
Witness to the above signature

**D. EVADNE EBANKS ~~Asst.~~**

I, **Registrar of Companies in and for the Cayman Islands**  
~~DO HEREBY CERTIFY~~ that this is a true and correct copy of the Memorandum of Association of this  
Company duly incorporated on the *30th October, 2002*

  
*Asst.* REGISTRAR OF COMPANIES

