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3/14/95

FLORIDA DIVISION OF CORPORATIONS

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((H95000002904))

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TO: DIVISION OF CORPORATIONS

FROM: MACPARIANE AUSLEY FERGUSON & MCHULLE

DEPARTMENT OF STATE

111 MADISON ST

STATE OF FLORIDA

PO BOX 1531 SUITE 2300

409 EAST GAINES STREET

TAMPA FL 33602-

TALLAHASSEE, FL 32399

CONTACT: ROSALYN D GIBBS

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((H95000002904))

DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: LYKES BROS. STEAMSHIP CO., INC.

FAX AUDIT NUMBER: H95000002904

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/14/1995

TIME REQUESTED: 12:08:45

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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((H95000002904))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

03/14/1995 12:08:45

**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. Lykan Bros. Steamship Co., Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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 at present.)
2. Louisiana
(State or country under the law of which it is incorporated)
3. May 1, 1968 4. Ninety-nine years
(Date of Incorporation) (Duration)
5. 72-6048812
(Federal Employer Identification number, if applicable)
6. January 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Suite 700, 111 E. Madison St., Tampa, Florida 33602
(Current mailing address)
8. Any legal purpose including shipping.
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Tom L. Rankin
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

DIRECTOR
Vice Chairman: Michael L. Carrara
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

Director: David H. Knapp
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

Director: J. T. Lykes, III
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

H95000002904

B. Officers:

President: Tom L. Rankin
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

Vice President: B. T. Bailey
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

Secretary: Nathan B. Simpson
Address: Suite 2300, 111 E. Madison St.
Tampa, Florida 33602

Treasurer: A. G. Tomak
Address: Suite 700, 111 E. Madison St.
Tampa, Florida 33602

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Nathan B. Simpson
Office Address: Suite 2300, 111 E. Madison St.
Tampa, Florida 33602
Zip Code

11. 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.

Registered agent's signature: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Nathan B. Simpson, Secretary
(Name and capacity of person signing application)

H95000002904

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
LYKES BROS. STEAMSHIP CO., INC.

A Louisiana corporation domiciled at Baton Rouge,

Filed charter and qualified to do business in this State on
May 1, 1960,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

March 9, 1995

Jox McKeithen

CBU

Secretary of State



F95000001229



ACCOUNT NO. : 072100000032

REFERENCE : 492327 4326591

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 96.25

ORDER DATE : August 11, 1997

ORDER TIME : 12:24 PM

ORDER NO. : 492327-005

CUSTOMER NO: 4326591

CUSTOMER: Amy Eckard, Legal Assistant
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

500002266205--5

FOREIGN FILINGS

NAME: LYKES BROS. STEAMSHIP CO.,
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
97 AUG 13 PM 3:42
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

8/14
John
name
change
C.C. & CUS.

RECEIVED
97 AUG 13 PM 1:17
DIVISION OF CORPORATION

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 007.1504, F.S.)

SECTION I

(1-3 must be completed)

1. LYKES BROS. STEAMSHIP CO., INC.

Name of corporation as it appears on the records of the Department of State.

2. LOUISIANA

Incorporated under the laws of

3. MARCH 14, 1995

Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JULY 29, 1997

5. SEA CREWS II, INC.

Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Robert B. Woods

Signature

Robert B. Woods

Typed or printed name

8/17/97

Date

Co President

Title

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TALLAHASSEE, FLORIDA

97 AUG 13 PM 3:42

FILED

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the annexed and following is a True and Correct copy of an
Amendment as shown by comparison with document filed and
recorded in this Office on July 29, 1997

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

August 11, 1997

Box McKeithen

CBU

Secretary of State



ARTICLES OF AMENDMENT
OF
LYKES BROS. STEAMSHIP CO., INC.

To the Secretary of State
State of Louisiana

Pursuant to the provisions of the Business Corporation Law of the State of Louisiana, the corporation herein named submits the following articles of amendment:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Lykes Bros. Steamship Co., Inc.

SECOND: The amendment adopted amends Article I of the Articles of Incorporation of the Corporation so that said Article shall henceforth read as follows:

"ARTICLE I

The name, style, and title of this corporation shall be:

SEA CREWS II, INC.

and, under that name it shall have and enjoy all the rights, advantages and prescriptions granted by law to corporations, and shall have perpetual existence. It shall have power to contract, sue, and be sued; to make and use a corporate seal and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell, and convey, as well as mortgage, hypothecate, and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such officers and agents and other employees as its interests and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations not inconsistent with the laws of this State, or the provisions hereof, as may be necessary and expedient for the proper management of the affairs of said corporation."

THIRD: This amendment to the Articles of Incorporation of the Corporation, for which shareholder approval, as set forth in R.S. 12:31, is not required pursuant to R.S. 12:162, is being filed in order to put into effect and carry out the First Amended Plan of Reorganization of Lykes Bros. Steamship Co., Inc. dated as of March 7, 1997, as modified and amended and restated ("Amended Plan"), ordered by The United States Bankruptcy Court, Middle District of Florida, Tampa, Florida on July 17, 1997.

IN TESTIMONY WHEREOF, these Articles of Amendment are executed on July 24, 1997, in the name of the Corporation by the undersigned authorized representative as appointed in said Amended Plan of the Corporation.

LYKES BROS. STEAMSHIP CO., INC.


By: 

Joe B. Freeman, President of
Debtor-In-Possession pursuant to
Page 89 (attached hereto) of
Confirmation Order

City
STATE OF Washington
COUNTY OF Columbia
West

On this 24th day of July, 1997, before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came Joe B. Freeman, President of Debtor-in-Possession pursuant to Page 89 (attached hereto) of Confirmation Order of Lykes Bros. Steamship Co., Inc., to me personally known to be the individual described in and who executed the preceding Articles of Amendment and who duly acknowledged to me that he executed the same, and being by me duly sworn depose and saith that he executed said Articles of Amendment as an authorized representative of the aforesaid Corporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at Wash., D.C. on the day and year first above written.


Signature of Notary Public

PATRICIA A. NORTH

Type or print name

Commission number: April 30, 2001

WZBDOCK1M

of and from all further authority, duties, responsibilities, liabilities and obligations related to, or arising from, this case. It is further

ORDERED, ADJUDGED AND DECREED that the Board of Directors of the Debtor with the consent of the Reorganized Debtor Stockholder, which consent shall not be unreasonably withheld, shall take such action as may be necessary to cause the charter of the Reorganized Debtor to be amended and restated to contain the provisions required (a) under the Bankruptcy Code with respect to any Equity Interest and the Reorganized Debtor Common Stock, (b) by the Modified Plan or this Confirmation Order, and (c) by the Asset Purchase Agreement with respect to the change of the Debtor's corporate name. Such charter, as amended and restated, be, and the same hereby is, approved. It is further

ORDERED, ADJUDGED AND DECREED that the Modified Plan is confirmed in its entirety as if set forth in haec verba. The inclusion of decretal paragraphs in this Confirmation Order referring to specific provisions of the Modified Plan or authorizing specific action by the Debtor shall not be construed to imply non-approval of other provisions or non-authorization of other actions. It is further

ORDERED, ADJUDGED, AND DECREED that the failure to reference or discuss any particular provision of the Modified Plan in this Confirmation Order shall have no effect on the validity, binding effect and enforceability of such provision and such provision shall have the same validity, binding effect and enforceability as every other provision of the Modified Plan. It is further

ORDERED, ADJUDGED, AND DECREED that, except with respect to any modifications to the Modified Plan set forth herein, to the extent of any inconsistency between the terms of the