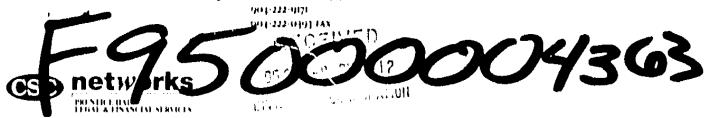
GOLHANY STREET TALLAHASSEE, EL 12101

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ORDER DATE: Soptember 5, 1995

DRDER TIME : 10:46 AM

ORDER NO. : 674581

CUSTOMER NO: 10231A

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CUSTOMER: Judy Cleary, Legal Asst

G. Michael Keenan, Egg Suite A, 2nd Floor

325 Clematis Street

West Palm Beach, FL 33401-4603

FOREIGN FILINGS

NAME: SCRIMSHAW HOLDINGS, INC.

PROFIT NON-PROFIT CORPORATE

LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborat

APPLICATION BY FOREIGN FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

FLORIDA STATUTES, THE FOLLOWING IS IN COMPLIANCE WITH SECTION SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA: Scrimshaw Boldings, Inc. (Name of corporations must include the word "NCORPORATED" or "CORPORATION" or words or abbrevia-tions 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. "Company" or "Co." may not be used as a corporate Buttix by a nonprofit corporation.) Applied for (FEI number, If applicable) Delaware (State or country under the law of which it is incorporated) Perpetual August 23, 1995 B. _ (Duration: Year corp. will cease to exist or "perpetual") (Date of Incorporation) Upon qualification (Date corporation first conducted affairs in Florida -See sections 617.1501, 617.1502, and 817.155, F.S.) 725 North AIA, Suite E-202 Jupiter, FLorida 33477 (Current mailing address) To transact all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state or county, territory or nation. (Purpose(s) of corporation at: prized in home state or country to be carried out in the state of Florida) 9. Name and street address of Florida registered agent: Robert T. Hansen, Registered Agent (Name) 725 North AIA, Suite E-202 (Office address) Jupiter (h) 10. Registered agent's acceptance: Hoving 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. RELICI (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.

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

A.	DIRECTORS		
	Chairman: _	Michael C. Ferrier	
	Address: _	725 North AIA, Suito E-202	
		Jupiter, Florida 33477	
	Vica Chairm	an:	
			<u>'</u>
	_		
	Director:		
	, , , , , , , , , , , , , , , , , , ,		
	Director:		
	Address:		
			,
В.	OFFICERS		·
	Prosident: _	T, H, Evans, Jr.	
	Address:	725 North AIA, Suite E-202	
		Jupiter, Florida 33477	
	Vice Presid	lent:	
	Address: _		(4)
	Secretary:	Robert T. Hansen	
	Address:	725 North AIA, Suite E-202	
	_	Jupiter, FLorida 33477	
	Troasuter	Robert T. Hansen	
	Address:	Same as above	
тои	E: If nocessory, you may att	ach an addendum to the application listing addition	nal officers and/or directors.
13.	(Signature of Chairman, Vice	Chairman, or any officer listed in number 12 of the	a application)
		en, Secretary/Treasurer	· ·
14.	(Typed or printed name	and capacity of person signing application)	

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERERY CERTIFY "SCRIMSHAW HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

DATE:

AUTHENTICATION:

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09-07-95