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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOUTHLAND MARINE, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PETER E. HESS, ESQ.
(Name of Person)
(Firm/Company)
3 MILL ROAD, SUITE 301
(Address)
WILMINGTON, DE 19806
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

PETER E. HESS, ESQ. at (302) 777-1715
(Name of Person) (Area Code & Daytime Telephone Number)

W99-16385

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 1999

PETER E. HESS
3 MILL ROAD, STE 301
WILMINGTON, DE 19806

SUBJECT: SOUTHLAND MARINE, INC.
Ref. Number: W99000016385

We have received your document for SOUTHLAND MARINE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A post office box is not an acceptable address for the registered agent.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00036624

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DIVISION OF CORPORATIONS

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. SOUTHLAND MARINE, 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 at present.)

2. DELAWARE (State or country under the law of which it is incorporated) 3. 59-3574375 (FEI number, if applicable)

4. FEBRUARY 16, 1999 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

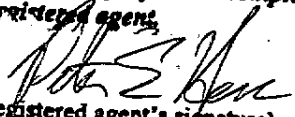
6. ON APPROVAL (Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2337 S.E. HARRINGTON AVENUE, PORT ST. LUCIE, FL 34231
(Current mailing address)

PURPOSE: To engage in any lawful act or activity for which corporations may be organized under the General Corporation law of Delaware in any part of the world.

8. (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: BILLY R. GILL
Office Address: 2337 S. E. HARRINGTON AVENUE
PORT ST. LUCIE, Florida, 34952
(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.

(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.

RECEIVED
DIVISION OF CORPORATE AFFAIRS
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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: MR. BILLY R. GILL

Address: 2337 S.E. HARRINGTON AVENUE
PORT ST. LUCIE, FL 34952

Vice Chairman: MR. BRIAN MARICH

Address: 5647 SUMMERSIDE LANE
SARASOTA, FL 34231

Director: ADRIEN BRIGGS

Address: C/O SUNSET HOUSE, SOUTH SOUND ROAD
GEORGETOWN, GRAND CAYMAN B.W.I.

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: MR. BILLY R. GILL

Address: 2337 S.E. HARRINGTON AVENUE
PORT ST. LUCIE, FL 34952

Vice President: MR. BRIAN MARICH

Address: 5647 SUMMERSIDE LANE
SARASOTA, FL 34231

Secretary: MR. BRIAN MARICH

Address: 5647 SUMMERSIDE LANE
SARASOTA, FL 34231

Treasurer: MR. ADRIEN BRIGGS

Address: C/O SUNSET HOUSE, SOUTH SOUND ROAD
GEORGETOWN, GRAND CAYMAN B.W.I.

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

13. *Billy R. Gill*

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

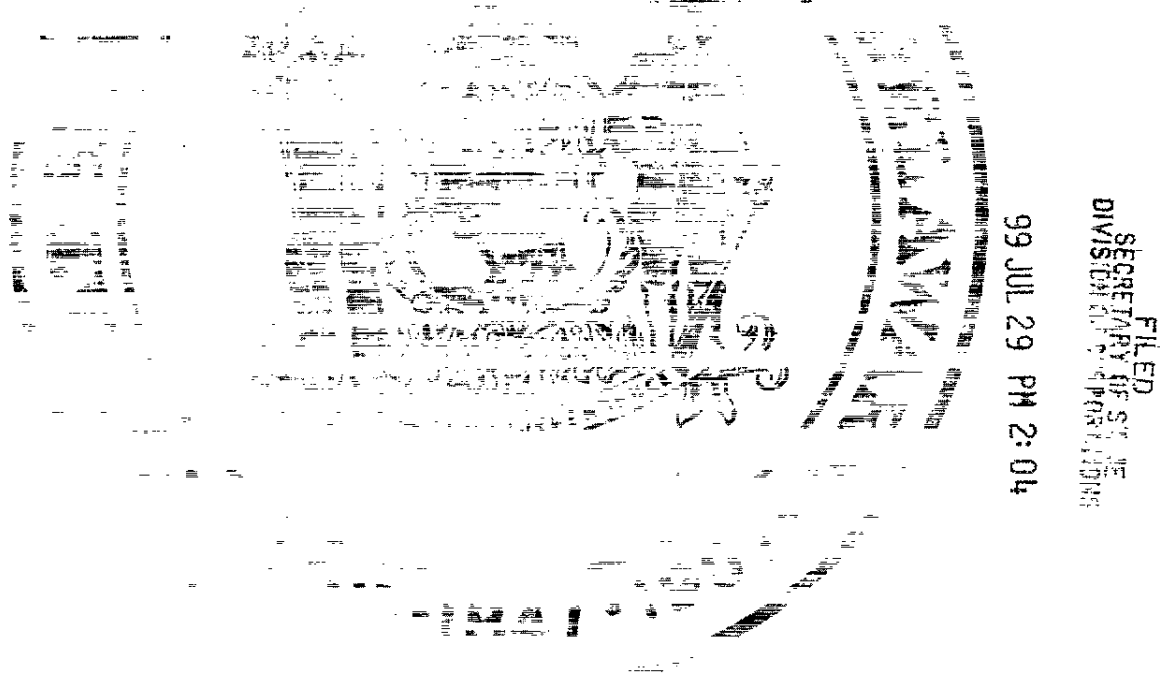
14. BILLY R. GILL, CHAIRMAN

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

91 JUL 20 PM 2:04
SECRETARY DIVISION

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHLAND MARINE, 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 FIRST DAY OF JULY, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 29 PM 2:04



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9842744

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