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222-9171
222-0111 FAX

85-142-006



PREMIER MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 149257 4340059

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 337.50

ORDER DATE : November 8, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 149257-005

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP
201 South Biscayne Blvd.
Suite 2400
Miami, FL 33131-2399

*Reservation letter
enclosed*

000002000600--3

DOMESTIC FILING

NAME: CT MARITIME SERVICES, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

*11-8-96
KR*

FILED
96 NOV -8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 NOV -8 PM 12:21
OFFICE OF COMMERCE



FLORIDA DEPARTMENT OF STATE
Hendra B. Mortham
Secretary of State

November 5, 1996

OSC NETWORKS

The name OT MARITIME SERVICES, L.C. has been reserved for 120 days beginning November 5, 1996. The reservation number is R96000006283 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1081 (Lanham Act); Chapter 486, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 886.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 486-6000, the Name Availability Section

Ruth Leonard

Letter number: 796A00060886

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION OF
CT MARITIME SERVICES, L.C.**

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96 NOV -8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

1. NAME

The name of the limited liability company is CT Maritime Services, L.C. (the "Company").

2. PERIOD OF DURATION

The Company's period of duration shall be perpetual, or until dissolved in a manner provided by law, or until otherwise dissolved under these Articles of Organization or the regulations adopted by the members.

3. MAILING ADDRESS

The mailing and street address of the principal office of the Company shall be:

1007 North America Way, 4th Floor
Miami, Florida 33132

4. INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the Company are:

Carl St. Philip, Jr.
1007 North America Way, 4th Floor
Miami, FL 33132

5. ADDITIONAL MEMBERS

The members shall have the right to admit additional members by unanimous consent of the entire membership. Contributions and other terms and conditions for admission of members shall be determined by the existing members as of the time for admission of any new member to the Company.

6. TERMINATION OF EXISTENCE

Except as otherwise provided in a written agreement among all members of the Company, the Company shall be dissolved upon the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or as provided in the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

7. PURPOSE


The purpose for which the Company is organized is to transact all lawful business which the laws of the State of Florida authorize for limited liability companies formed under the Florida Limited Liability Company Act.

8. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company. The regulations and written agreements may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Coiffeur Transocean (Overseas), Inc.	1007 North America Way, 4th Floor Miami, FL 33132
Steiner Transocean Limited	Suite 104A, P.O. Box N-9306 Saffrey Square Nassau, The Bahamas
Steiner Beauty Products, Inc.	1007 North America Way, 4th Floor Miami, FL 33132

IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 7th day of November, 1996.



Carl St. Philip Jr.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CT Maritime Services, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of registered agent for a limited liability company under Florida law.



Registered Agent

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96 NOV -8 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
CT MARITIME SERVICES, L.C.**

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Carl St. Philip, Jr. who, being by me first duly sworn, on oath, deposes and says as follows that:

He is the authorized representative of Coiffeur Transocean (Overseas), Inc., one of the managing members of CT Maritime Services, L.C., a Florida limited liability company (the "Company"), which has at least two members and has reserved management to the members.

The members of the Company, along with their respective projected maximum capital contributions and percentage interests, are as follows:

<u>Member</u>	<u>Contribution</u>	<u>Percentage Interests</u>
Coiffeur Transocean (Overseas), Inc.	\$980,000 ¹	98 %
Steiner Transocean Limited	\$10,000	1 %
Steiner Beauty Products, Inc.	\$10,000	1 %
Total maximum projected	\$1,000,000	100 %

As of this date, the members have contributed approximately .10% of their maximum projected capital contributions as set forth above.

FURTHER AFFIANT sayeth not.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

¹Capital contributions made or to be made include the value of assets listed on Exhibits A and B, less liabilities assumed by the Company in the amount of \$235,589.

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of November, 1996
by Carl St. Phillip, Jr. who is known to me or has produced the following type of identification:
Florida Driver's License No. S314-137-66-364-0.

Marcia Stokes
Notary Public, State of Florida at Large
MARCIA STOKES
Printed Name of Notary Public

Commission No. CC-505772

Commission Expires Oct. 25, 1999

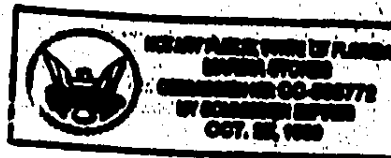


EXHIBIT A

<u>Asset Description</u>	<u>Acquired</u>
#1C Network Comp Equip	15-May-89
#3C Network Comp Equip	10-Jun-91
#4C 3 486 PST Comp & BCA	10-Feb-92
#6C Network Computers	21-Mar-93
#2C Network Comp Equip MCR	30-Apr-94
#6E Atlas Phone System	10-Aug-94
#8E Transleasing 2 Dell Comps	2-Feb-95
#9E Transleasing 2 Dell Comps	2-Feb-95
M3E (DEC/DATA Comp)	1-May-90
M&E (PS/2 IBM SYS)	21-Jan-91
M&E (IBM Computer)	18-Apr-91
Fax (Panasonic)	15-May-91
Computer (PS/2 MDL 25)	31-Jul-91
VCR (Magnavox)	9-Sep-91
Camcorder (JVC)	25-Jun-92
Print (RJL BCA & Printer)	28-Jun-92
Software (Novell Gold)	1-Nov-92
Laserjet (HP4 Printer)	17-Nov-92
Comp Sftwre (Solomon NLM)	11-Mar-93
Comp Equip (Maynard Drive)	1-Apr-93
Alphamassage	1-Jul-93
Printer (OKI 521)	1-Sep-93
Computer Software MCR	2-Jun-94
Computer/Phone Buyout	23-Jun-94
Computer Equip Buyout	31-Aug-94
PC laptop	31-Aug-94
BCA	11-Oct-94
PC computers (Dell)	1-Dec-94
Computer Equip Buyout	21-Apr-95
Computer Equip Buyout	21-Apr-95
Dana Buyout Deposit-Sky Line	21-Apr-95
ELC Buyout-Computer/BCA	23-Apr-95
ELC Buyout Deposit-Comp/BCA	23-Apr-95
First United Buyout Deposit-RFB	27-Apr-95
ELC Buyout-RJL BCA/Printer	18-May-95
ELC Buyout Deposit-BCA/Print	18-May-95
First United Buyout-RFB	21-May-95
First United Buyout Deposit-RFB	21-May-95
Computer-Dell	6-Jun-95
Computer-Presario CSP	10-Sep-95
Computer-Presario LF	1-Nov-95
Cassie Phone Equip	20-Nov-95
Copier Mita	15-Dec-95
Fax Machine Mita PP	18-Dec-95
Laserjet IV #USFB247803	23-Feb-96
Dana Comm Buyout #314557	18-Mar-96
Software-Solomon 20 User SQL	26-Apr-96
Balance prior 04/30/90	
Balance prior 04/30/90	
Telephone System (COMTEL)	15-Aug-96
Copier (RICOH) Lease B/O	14-May-91

Furniture & Fixtures	1-Jul-88
Furniture & Fixtures	1-Sep-88
Furniture & Fixtures	28-Mar-90
F&F (Manicure Table)	8-Oct-90
F&F (Desk W/ File)	20-Nov-90
F&F (Desk W/File)	11-Dec-90
F&F (Venette Furniture)	31-Jan-91
F&F (Grey Office Furn)	18-Dec-91
Lamp	21-Aug-92
File Cabinet (4 Drawer)	17-Sep-92
Training F&F (Massage Tbl)	1-Nov-92
Training F&F (3 Pump Chairs)	1-Nov-92
Training F&F (4 Dryer Chairs)	1-Nov-92
Training F&F (2 Lounge Chairs)	1-Nov-92
Training F&F (2 Shamp Bowls)	1-Nov-92
Training F&F (2 Cabinets)	1-Nov-92
Training F&F (3 Drawer Units)	1-Nov-92
Training F&F (3 Side Units)	1-Nov-92
Training F&F (3 Mirrors)	1-Nov-92
Training F&F (Body Chair)	1-Nov-92
Training F&F (4 Dryers)	1-Nov-92
Office Furniture (Mike)	3-Dec-92
Office Furniture Cubicles & Chair	8-Dec-94
Furniture A.F. Apt.	13-Dec-94
Office Furniture (L.F.)	25-Jan-95
Precision Security	15-Dec-95
Alpine Warehouse	18-Dec-95
GTI Steps for Warehouse	29-Jan-96
Lease Hold Improvements	1-Aug-99
Leaseholds (Carpeting)	4-Dec-90
Leaseholds (J Coil Office)	25-Jan-91
Leaseholds (Training Center)	1-Nov-92
Shelving (Leaseholds)	1-Apr-93
Leaseholds (Carpeting & Offices)	26-Aug-95
Phone System	30-Jun-93
Forklift	18-Jun-96
Load Beams	27-Jun-96

Total Net Book Value (11/15/96)

\$114,704.00

EXHIBIT B**PROPERTY CONTRIBUTED TO
CT MARITIME SERVICES, L.C.
AS CAPITAL CONTRIBUTION**

<u>Property</u>	<u>Value</u>
1. Management Consulting Agreement dated November 3, 1995 between Steiner Transocean Limited and Colffeur Transocean (Overseas), Inc.	\$ 811,673
2. Cash and cash equivalents	\$ 2,570
3. Prepaid insurance	\$ 6,612
4. Accounts receivable	\$ 264,609
5. Recoverable deposits	\$ <u>15,421</u>
TOTAL VALUE	<u>\$1,100,885</u>