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ACCOUNT NO. : 072100000032  
REFERENCE : 203650 4303593  
AUTHORIZATION : Patricia Pizquets  
COST LIMIT : \$ 337.50

ORDER DATE : April 13, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 203650-005

900002838659--8

CUSTOMER NO: 4303593

CUSTOMER: Ms. Ella Webber  
Levett, Rockwood & Sanders,  
33 Riverside Avenue

Westport, CT 06880

RECEIVED  
99 APR 14 AM 10:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ECM/HUDSON MARITIME SERVICES,  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/14/99
Availability	XX DCC
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Illustrator	DCC
Verifier	DCC
Registration	DCC
Preparer	DCC

CONTACT PERSON: Angie Glisar

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. ECM/Hudson Maritime Services, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Connecticut  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 1 06-1439946  
(FEI number, if applicable)
4. October 3, 1995  
(Date of Organization)
5. December 31, 2030  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and §17.155, F.S.))
7. 64 Danbury Road  
Wilton, CT 06897  
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Dolphin Cove Distributors, Member Inc.</u>	<u>Member</u>	<u>_____</u>	<u>_____</u>
<u>64 Danbury Road</u>		<u>_____</u>	
<u>Wilton, CT 06897</u>		<u>_____</u>	
<u>LaMorte Burns &amp; Co., Inc.</u>	<u>Member</u>	<u>_____</u>	<u>_____</u>
<u>64 Danbury Road</u>		<u>_____</u>	
<u>Wilton, CT 06897</u>		<u>_____</u>	
<u>_____</u>		<u>_____</u>	
<u>_____</u>		<u>_____</u>	
<u>_____</u>		<u>_____</u>	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ECM/Hudson Maritime Services, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CORPORATION SERVICE COMPANY

By: Laura R. Durling

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

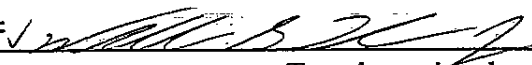
The undersigned member or authorized representative of a member of ECM/Hudson  
Maritime Services, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 776,165;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is 99,165  
(This total includes amounts from 2 and 3 above.)

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LaMorte Burns & Co., Inc.

**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

By:   
Typed or printed name of signee  
William G. Thomas, Jr.  
Its: TREASURER

**Filing Fee: \$250.00 for Application and Affidavit**

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,  
and keeper of the seal thereof, DO HEREBY CERTIFY, that

ECM/HUDSON MARITIME SERVICES, LLC

organized under the laws of Connecticut as a Limited Liability Company,  
was filed in this office on October 3, 1995 and is in existence as of  
the date of this certificate.



Secretary of the State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Date Issued: April 12, 1999