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June 2, 1999

Division of Corporations  
Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000002811580--5  
-06/22/99--01007--008  
\*\*\*285.00 \*\*\*285.00

Re: Nordic Tugs Southeast, LLC -- Application for Certificate of  
Authority - [PBJ&M File No. 2775.04]

Gentlemen:

On behalf of Nordic Tugs Southeast, LLC., we are hereby filing the following documents  
as an application for authorization to transact business in Florida:

1. One (1) original and one (1) exact copy of the Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. One (1) original and one (1) exact copy of the Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office;
4. A Georgia Certificate of Existence; and
5. A check in the amount of \$285.00, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.

Please process this filing in your normal manner, and call me at the above-noted telephone number if you need additional information.

Thank you for your cooperation.

Sincerely,

*Richard W. Jones*  
Richard W. Jones

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 JUN 22 PM 12:37  
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W6/24

Enclosures

{A0003261.DOC}

**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. Nordic Tugs Southeast, 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. Georgia 3. Applied for  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/5/99 5. December 30, 2030  
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Business in Florida to be commenced on approval of qualification to do business  
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 3130 Jasmine Drive  
Delray Beach, FL 33483  
 (Street address of principal office)

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>W. David Brown</u>	<u>MGR</u>		
<u>3130 Jasmine Drive</u>			
<u>Delray Beach, FL 33483</u>			
<u>Arlene A. Brown</u>	<u>MGR</u>		
<u>3130 Jasmine Drive</u>			
<u>Delray Beach, FL 33483</u>			

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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:

Nordic Tugs Southeast, LLC

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

W. David Brown

(Name)

3130 Jasmine Drive

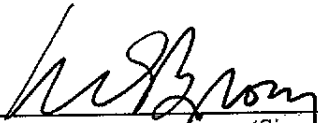
Florida street address (P.O. Box NOT ACCEPTABLE)

Delaray Beach, FL 33483

City/State/Zip

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*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.*



(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 Nordic Tugs Southeast, 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 \$1,001

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
(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 \$1,001  
(This total includes amounts from 2 and 3 above.)



**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.)

W. David Brown

Typed or printed name of signee

**FILED**  
99 JUN 22 PM 12:38  
STATE OF FLORIDA  
TALLAHASSEE

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

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

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JURISDICTION : GEORGIA  
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FORM NUMBER : 211

PERRIE BUKER JONES & MORTON, P.C.  
LESLIE KAUFMAN  
115 PERIMETER CENTER PL. STE. 170  
ATLANTA, GA 30346

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, hereby certify under the seal of my office that

**NORDIC TUGS SOUTHEAST, LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Cathy Cox*

Cathy Cox  
Secretary of State

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99 JUN 22 8PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA