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June 2, 1999

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

000002911580--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

Enclosures

{A0003261.DOC}

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

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. 3/5/99
(Date of Organization)
5. December 30, 2030
(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:

W. David Brown MGR

3130 Jasmine Drive

Delray Beach, FL 33483

Arlene A. Brown MGR

3130 Jasmine Drive

Delray Beach, FL 33483

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.)

FILED
99 JUN 22 PM 12:38
TALLAHASSEE FL FLORIDA

**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

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

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
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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

DOCKET NUMBER : K91620456
CONTROL NUMBER : K911257
DATE INC/AUTH/FILED: 03/05/1999
JURISDICTION : GEORGIA
PRINT DATE : 06/11/1999
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

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