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MOMBACH, BOYLE & HARDIN, P.A.

2004

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FLORIDA NON-PROFIT CORPORATION

Professional Association of Marine Lenders, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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H04000210944 3

Articles of Incorporation of
Professional Association of Marine Lenders, Inc.

We, the undersigned, for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617, Florida Statutes, do hereby make, subscribe and acknowledge the following Articles of Incorporation;

Article I
Name

The name of the corporation shall be:

Professional Association of Marine Lenders, Inc. (the "Corporation")

Article II
Principal Office

The principal place of business and mailing address of the Corporation shall be: c/o Maritime Finance, 301 S. E. 20th Street, Fort Lauderdale, Florida 33316.

Article III
Purposes

The purposes of the Corporation shall be as follows:

1. To establish and preserve a code of ethics to which marine lending service companies will comply.
2. To educate persons employed in the marine lending service company industry through group and individual instruction as to the means and methods of the industry.
3. To foster a spirit of community, to develop and activate resources to strengthen the industry.
4. To establish a communication network among the members of the marine lending service company industry.
5. To assist its members and the marine lending service company industry in dealing with mutual business problems.
6. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

As a means of accomplishing the foregoing purposes, the Corporation shall have, and may exercise all of the powers generally accorded to corporations not-for-profit under the laws of the State of Florida, subject to such limitations as may be prescribed by law or elsewhere in these Articles of Incorporation.

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H04000210944 3

H04000210944 3

Notwithstanding anything appearing herein to the contrary, no portion of the assets or of the net earnings of this Corporation may inure to the benefit of any member, director, officer, or other private individual.

The Corporation shall not issue shares of stock and shall make no distribution of assets, income or profit to its members, directors or officers.

Article IV
Membership

Membership in the Corporation shall be open to any firm, individual, association, club, society, organization, entity or corporation interested in the objectives of the Corporation, and which conducts business related to the marine industry, and who upon application for such membership, shall be approved by the Board of Directors or by such other committee as may be authorized by it to admit members to the Corporation.

There shall be general classifications of membership as stated in the Bylaws.

The Board of Directors shall have and possess full and complete authority to determine the rights and privileges as well as the conditions of membership in the Corporation.

Article V
Term of Existence

The Corporation shall have perpetual existence.

Article VI
Board of Directors

All corporate powers shall be vested in a Board of Directors, which shall manage the affairs of the Corporation. The number of directorships shall be as prescribed in the Bylaws of the Corporation. The President of the Corporation, whether or not a Director, shall attend and preside over all meetings of the Board of Directors.

The qualifications and manner of election of Directors of the Corporation, and the time, place and manner for calling, giving notice of, and conducting meetings of the Board of Directors, and the number of Directors necessary to constitute a quorum at such meetings, shall be as prescribed in the Bylaws of the Corporation.

The Board of Directors shall appoint, from its membership, persons to serve as an Executive Committee, which, within limitations prescribed in the Bylaws and

H04000210944 3

by resolution of the Board of Directors, shall exercise the powers of the Board of Directors in the management of the business of the Corporation whenever such Board shall not be in session. The President of the Corporation, whether or not a Director of the Corporation, shall attend and preside over all meetings of the Executive Committee.

The Board of Directors may employ, and prescribe the duties and compensation of, such personnel as may be required in order to carry out and supervise the daily activities of the Corporation.

Then names and addresses of the persons who shall together constitute and serve as the first Board of Directors, until the first official election of Directors as provided herein, are as follows:

Name

James Foley
Trident Funding Corp.
1535 S. E. 17 Street
Suite B-207
Fort Lauderdale, Fl. 33316

Kyle Vollenweider
Newcoast Financial Services
18167 US 19 North, Suite 300
Clearwater, Fl. 33764

Bob Allen
Scott Financial
914-16 S. Wolfe St.
Baltimore, Md. 21231

John Redmond
Beacon Credit Services
8560 High Hampton Chase
Alpharetta, Ga. 30002

Article VII
Officers

The Officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws of the Corporation. The qualifications, duties and manner of election of all officers of the Corporation shall be as prescribed in the Bylaws of the Corporation. The term of office for each officer shall be ONE (1) year; provided however, any persons may be elected to succeed himself as an officer of the Corporation.

H04000210944 3

The names of the individuals who shall serve as Officers of the Corporation until the first official election of officers are as follows:

Name	Office
<u>Jeff Johnson</u> c/o Maritime Finance 301 S. E. 20 th Street Fort Lauderdale, Florida 33316	President
<u>Jim Velez</u> c/o First New England Financial Bahia Mar Yachting Center 801 Seabreeze Boulevard Fort Lauderdale, Florida 33316	Vice President
<u>Karen Trostle</u> c/o Sterling Acceptance Corp. 2830 Solomons Island Road Edgewater, Md. 21037	Secretary
<u>Lang Ryder</u> c/o SeaCoast Marine Finance 2601 East Oakland Park Boulevard Fort Lauderdale, Fl. 33306	Treasurer

Article VIII
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

Article IX
Amendments to Articles of Incorporation

Upon and after the receipt by the Corporation of written approval executed by the President of the Corporation, these Articles of Incorporation may be amended by a concurrence of two-thirds of those present at a duly constituted regular or special meeting of the Board of Directors, provided a quorum is present. Provided however, the Articles of Incorporation shall not be amended at any special meeting of the Board of Directors unless written notice of the proposed amendment of such Articles of Incorporation shall have been given to the members of the Board of Directors at least ten (10) days prior to the date of such special meeting.

H04000210944 3

Article X
Incorporator

The incorporator of this non-profit corporation is: Jeff Johnson, c/o Maritime Finance, 301 S. E. 20th Street, Fort Lauderdale, Florida 33316.

Article XI
Initial Registered Office and Agent

The street address of this Corporation is c/o Maritime Finance, 301 S. E. 20th Street, Fort Lauderdale, Florida 33316, and the initial registered agent of this Corporation at that address is Jeff Johnson.

IN WITNESS WHEREOF, I have hereunto set our hand and seal this 21 day of October, 2004.



Jeff Johnson/Incorporator

H04000210944 3

ACKNOWLEDGMENT (INDIVIDUAL)

STATE OF FLORIDA)

) ss:

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 21 day of October, 2004,
before me, a Notary Public in and for the State aforesaid, personally appeared
Jeff Johnson, who ~~is~~ personally known to me or who ~~is~~ produced
as identification.

In witness whereof, I hereunto set my hand and official seal.



Arthur Wood
MY COMMISSION # 00993034 EXPIRES
January 10, 2005
BONDED THROUGH TROY FARM INSURANCE, INC.

A large, stylized handwritten signature of Arthur Wood in black ink.

NOTARY PUBLIC-State of
Florida

Print/Type/Stamp Name:

Commission Expiration Date: 1/10/05

Notary Seal:

10/21/2004 16:10 FAX 954 467 3129

WOMBACH BOYLE HARDIN

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H04000210944 3

CERTIFICATE OF REGISTERED AGENT

OF

PROFESSIONAL ASSOCIATION OF MARINE LENDERS, INC.

Having been named as Registered Agent to accept service of process for the above Corporation at the place designated in this Certificate, c/o Maritime Finance, 301 S. E. 20th Street, Fort Lauderdale, Florida 33316, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity



JEFF JOHNSON/REGISTERED AGENT

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