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TALLAHASSEE, FLORIDA

J. Shivers JAN 13 2009

LEONARD G. RUBIN, P.A.

NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY, SUITE 209
WEST PALM BEACH, FLORIDA 33407-1950

LEONARD G. RUBIN
FLORIDA BAR BOARD CERTIFIED
CITY COUNTY AND LOCAL GOVERNMENT ATTORNEY

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January 9, 2009

Via Overnight Delivery

Department of State
Division of Corporations
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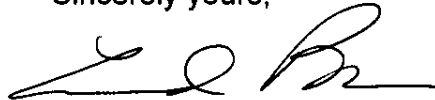
Re: Florida Marine Safety Coalition, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced non-profit corporation, and a check in the amount of \$78.75 for the Filing Fee and Certificate of Status.

Should you have any questions relative to the foregoing, please do not hesitate to contact me.

Sincerely yours,



Leonard G. Rubin

LGR/I
Enclosures

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ARTICLES OF INCORPORATION
OF
FLORIDA MARINE SAFETY COALITION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, makes and adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is Florida Marine Safety Coalition, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial principal office and mailing address of the Corporation is: 701 Northpoint Parkway, Suite 209, West Palm Beach, FL 33407.

ARTICLE III. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 701 Northpoint Parkway, Suite 209, West Palm Beach, FL 33407 and the name of its initial Registered Agent at that address is Leonard G. Rubin.

ARTICLE IV. NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the

extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code.

ARTICLE V. DURATION

The duration of the Corporation is perpetual.

ARTICLE VI. PURPOSES

The Corporation is organized and will be operated exclusively for charitable, scientific and educational purposes, including but not limited to the following:

- A. Sponsoring, organizing and administering research and study activities to evaluate maritime safety within Florida's waterways, most notably within the Intracoastal Waterway, and formulate recommendations to enhance maritime safety for the benefit of recreational and commercial boaters and the general public at large.
- B. Providing other means of education to improve maritime safety.
- C. Engaging in other charitable, scientific, and educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

ARTICLE VII. POWERS

Solely for the foregoing purposes, the Corporation will have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Section 617.0302, Florida Statutes, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise

dispose of such property and the income, principal and proceeds of such property.

- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Act.
- C. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

ARTICLE VIII. LIMITATION

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 (Purposes) of these Articles.

ARTICLE IX. TAX EXEMPT STATUS

It is intended that the Corporation has and will continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate

for public office. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X. DISSOLUTION

Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. BOARD OF DIRECTORS

There will be a Board of Directors consisting of at least three individuals. Each Director will be elected by majority vote of the members in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

ARTICLE 14. INCORPORATOR

The name and street address of the Incorporator is as follows: Leonard G. Rubin, Esquire, 701 Northpoint Parkway, Suite 209, West Palm Beach, FL 33407.


ARTICLE 15. BYLAWS

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws.

ARTICLE 16. AMENDMENT

The voting members may amend these Articles of Incorporation in the manner provided by the Florida Not For Profit Corporation Act, except that any amendment will require two-thirds (2/3) affirmative vote at a meeting at which at least twenty-five percent (25%) of all Voting Members is present.

IN WITNESS, the undersigned Incorporator has signed these Articles of Incorporation on this 9th day of January, 2009.


Leonard G. Rubin

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

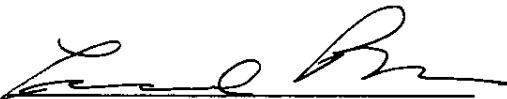
Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is Florida Marine Safety Coalition, Inc.
2. The name and address of the registered agent and registered office are:

Leonard G. Rubin, Esquire
701 Northpoint Parkway, Suite 209
West Palm Beach, FL 33407

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Dated this 9th day of January, 2009.


Leonard G. Rubin

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