

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1.	Marine Service Education Corporation	(Corporation Name)	(Document #)
2.		(Corporation Name)	(Document #)
3.		(Corporation Name)	(Document #)
4.		(Corporation Name)	(Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

BRUCE F. GUTHRIE
3209 58TH STREET SOUTH
APARTMENT 226
GULFPORT, FL 33707

SUBJECT: MARINE SERVICE EDUCATION CORPORATION
Ref. Number: W96000002206

We have received your document for MARINE SERVICE EDUCATION CORPORATION and your check(s) totaling \$315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

The designation of the registered agent must be at a Florida street address.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 796A00003854

ARTICLE FIVE

The number of directors of the corporation to constitute the board of directors shall be three (3).

ARTICLE SIX

The duration of the corporation is perpetual.

ARTICLE SEVEN

The purposes for which the corporation is formed are to do any and all the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, as follows:

- (a) To train individuals in the field of marine engines, generators, water makers, electrical systems, communication equipment, navigation equipment, and other related marine equipment.
- (b) To provide education in the field ship repair, refitting, maintainence, and restoration.
- (c) To perform services for other corporations or individuals engaged in realted studies.
- (d) To manufacture, produce, purchase or otherwise dispose of goods, ware, merchandise and personal property of every class and description; to own, use and operate any plant, machinery, equipment and appliances necessary or appropriate to the manufacture, storage, shipment and sale or other disposal thereof.
- (e) To apply for, purchase or in any manner to acquire; to hold, own, use and operate, to sell or in any manner dispose of, , to grant or license other rights in respect of, and in any manner deal with, any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same.
- (f) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.
- (9) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

- (h) To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.
- (j) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
- (k) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation; to act as principal or agent, pledgee, bailee, escrow agent and as representative in any capacity in carrying out the purposes of the corporation, in or outside of this state, to the extent the same may be done and performed under the law.
- (l) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in connection with other corporations, firms, or individuals and either as principals or agents and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

ARTICLE EIGHT

By-laws of the company may be altered, amended or repealed and by-laws may be made at any annual meeting of the Life Membership holders or at any special meeting thereof if notice of the proposed alteration or repeal of by-law or by-laws to be made, be contained in the notice of such special meeting, by the affirmative vote of a majority of the Life Membership holders entitled to vote thereat, or by the affirmative vote of a majority of the Board of Directors, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, if notice of the proposed alteration, amendment or repeal, or by-law or by-laws to be made, be contained in the notice of such special meeting.

Bruce F. Guthrie 2/2/96
Bruce F. Guthrie, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Marine Service Education Corporation
(must include suffix)

2. The name and address of the registered agent and office is:

Bruce F Guthrie
(NAME)

3209 58th St So Apt 226
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Gulfport FL 33707
(CITY/STATE/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Bruce F Guthrie
(SIGNATURE)

1/29/96
(DATE)

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95 FEB -5 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96 000000603

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96 MAR -5 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Bruce F. Guthrie
Requestor's Name

3209 58th Street So #226
Address

(813) 344-2074

Gulfport FL 33707
City/State/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Marine Service Education Corporation
(Corporation Name) (Document #)

2. _____
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3. _____
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<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICK MAR - 5 1996

ARTICLES OF AMENDMENT
OF

MARINE SERVICE EDUCATION CORPORATION

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96 MAR -5 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the corporation adopting these amended articles is Marine Service Education Corporation.
- II. The address of the corporation's initial office is 3209 58th Street So. Apt 226, Gulfport, Fl. 33707
- III. The date that the amendment is adopted by the corporation shall be March 4, 1996.
- IV. The amendment shall be to article seven and shall be as follows;

ARTICLE SEVEN

The purposes for which the corporation is formed are to do any and all the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, as follows:

- (a) The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- (b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- (c) Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.
- (d) To train individuals in the field of marine engines, generators, water makers, electrical systems, communication equipment, navigation equipment, and other related marine equipment.

- (e) To provide education in the field ship repair, refitting, maintenance, and restoration.
- (f) To perform services for other corporations or individuals engaged in related studies.
- (g) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.
- (h) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.
- (i) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
- (j) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation; to act as principal or agent, pledgee, bailee, escrow agent and as representative in any capacity in carrying out the purposes of the corporation, in or outside of this state, to the extent the same may be done and performed under the law.

V. This amendment is made by the incorporator and is hereby filed by the incorporator with the Office of the Secretary of State, State of Florida. There are no members entitled to vote on this amendment.

VI. The President and CEO is Bruce Guthrie.

Bruce F. Guthrie

Bruce F. Guthrie, President

Incorporator

Marine Service Education Corporation.

3-5-96

Date

N960000000603

Marine Service Education Corp

45 Causeway Blvd
#3842
Clearwater, FL 34630-8842

Amendments Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

We are writing to inform you of a change of address. Our old address was

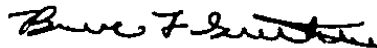
3209 58th Street South
#228
Gulfport FL. 33707

Our New Address is:

45 Causeway Blvd
#3842
Clearwater, FL 34630 - 8842

Thank you very much for your time and attention to this matter.

Sincerely,



Bruce F. Guthrie
CEO/President

bfg
cc file

KS/17