

P00000029907



ACCOUNT NO. : 072100000032

REFERENCE : 631532 80437A

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 78.75

ORDER DATE : March 20, 2000

ORDER TIME : 4:05 PM

ORDER NO. : 631532-005

CUSTOMER NO: 80437A

400003176884--5

CUSTOMER: Ms. Victoria L. Moore
FITZGERALD & BROOKS
FITZGERALD & BROOKS

6839 Caroline Street
Milton, FL 32570

DOMESTIC FILING

NAME: K & S MARINE SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*2555
W000-7538*

g 3/24/00

RECEIVED
00 MAR 20 PM 4:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00 MAR 20 AM 11:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 20 AM 11:43

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: K & S MARINE SERVICES, INC.
Ref. Number: W00000007538

RESUBMIT

Please give original
document by the date.

We have received your document for K & S MARINE SERVICES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00015560

RECEIVED
00 MAR 23 AM 11:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

K & S MARINE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 11:43

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The undersigned subscribers to these Articles of Incorporation, being natural persons of full age, for the purpose of forming a corporation pursuant to and in conformity with the laws of the State of Florida, do hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation as follows: to wit:

ARTICLE I

The name of the corporation is **K & S MARINE SERVICES, INC.**

ARTICLE II

The general purpose for which this corporation is initially organized is for marine repair and to conduct any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) for the par value of One Dollar (\$1.00) per share.

ARTICLE IV

The mailing address is 10281A Gulf Beach Hwy., Pensacola, FL 32507 and the street address of this corporation's principal office and its place of business is 10281A Gulf Beach Hwy., Pensacola, FL 32507.

ARTICLE V

The registered agent for this corporation is Karin A. Garvin, whose address is 6839 Caroline Street, Milton, Florida 32570.

ARTICLE VI

The names and addresses of the incorporators hereof are as follows:

Bobby Kimmons
10281A Gulf Beach Hwy.
Pensacola, FL 32507
President and Director

Alvin St. Germain
10281A Gulf Beach Hwy.
Pensacola, FL 32507
Vice President, Secretary/Treasurer

ARTICLE VII

The initial Board of Directors shall consist of two (2) Director(s) whose name and address are as follows:

Bobby Kimmons
10281A Gulf Beach Hwy.
Pensacola, FL 32507
President and Director

Alvin St. Germain
10281A Gulf Beach Hwy.
Pensacola, FL 32507
Vice President, Secretary/Treasurer

ARTICLE VIII

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then

to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all of the shares to be sold or transferred are not disposed of under such

apportionment, each shareholder desiring to purchase such shares in any number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

ARTICLE IX

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares which may be issued at any time by the corporation.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned incorporators have hereunto set our hands

and seals this the 15th day of March, 2000.


BOBBY D. KIMMONS

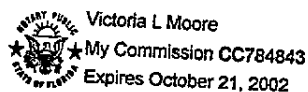

ALVIN ST. GERMAIN

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared **BOBBY D. KIMMONS**
and **ALVIN ST. GERMAIN** who produced IDA# K552-064-53110^o and Florida
DL 003861212 as identification, known to me to be the persons described
as subscribers and incorporators herein and who executed the foregoing Articles of Incorporation,
and they acknowledged to and before me that they subscribed the same for the uses and purposes
therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 15th day of March
_____, 2000.


NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


00 MAR 20 AM 11:43

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **K & S MARINE SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named Karin A. Garvin, Esquire of Fitzgerald & Brooks, P.A. located at 6839 Caroline Street, City of Milton, County of Santa Rosa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I do hereby agree to comply with the provision of said Act in this capacity, and I further agree to comply with the provision of the said Act relative to keeping open said office.


KARIN A. GARVIN
Registered Agent