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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770250 80689A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : July 20, 2000

ORDER TIME : 10:09 AM

ORDER NO. : 770250-005

CUSTOMER NO: 80689A

3000003329289-8

CUSTOMER: Paul C. Scherer, Esq  
Paul C. Scherer, Esq

2255 5th Avenue North  
Saint Petersburg, FL 33713

DOMESTIC FILING

NAME: LINDY NAVIGATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 20 PM 1:43

RECEIVED  
00 JUL 20 10:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE  
FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**LINDY NAVIGATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 20 PM 1:43

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of the corporation shall be LINDY NAVIGATION, INC.

**ARTICLE II: TERM OF EXISTENCE**

The duration of the corporation is perpetual.

**ARTICLE III: NATURE OF BUSINESS**

The general purposes for which the corporation is organized is for the purpose of marine and maritime services and any legal purpose under the laws of the State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 2,000 shares.

The shares shall be of a single class and have a par value of One Dollar(\$1.00).

#### **ARTICLE V: CORPORATE ADDRESS**

The street address of the organization is 2255 Fifth Avenue North, St. Petersburg, Florida 33713.

#### **ARTICLE VI: REGISTERED AGENT AND ADDRESS**

The name of its registered agent is PAUL C. SCHERER. His address is 2255 Fifth Avenue North, St. Petersburg, FL 33713.

#### **ARTICLE VII: DIRECTOR**

The number of directors constituting the initial Board of Directors of the corporation is one (1).

The name and address of each person who is to serve as a member of the initial Board of Directors is:

**NAME**

**ADDRESS**

SCOTT EDWARD PETELL

2255 FIFTH AVENUE NORTH  
ST. PETERSBURG, FL 33713

#### **ARTICLE VIII: INCORPORATOR**

The name and address of each Incorporator is:

**NAME**

**ADDRESS**

PAUL C. SCHERER

2255 FIFTH AVENUE NORTH  
ST. PETERSBURG, FL 33713

## **ARTICLE IX: PRE-EMPTIVE RIGHTS**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any Stock of any class that the corporation may issue for sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof or;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## **ARTICLE X:**

### **DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him as such liability under the provisions of these Articles, or under law.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten(10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

## **ARTICLE XI: STOCK TRANSFERS**

### **CORPORATION'S RIGHT OF A FIRST REFUSAL**

No stockholder of any class shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty(30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to this death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each shares certificate issued by the corporation shall have printed or stamped thereon, the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS  
IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY  
OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

**ARTICLE XII: VENUE**

Any dispute among or between any shareholders of directors pertaining to operation  
of the Corporation shall be in the Circuit Court in and for Pinellas County, Florida.

Executed by the undersigned, this 19<sup>th</sup> day of July, 2000.

A handwritten signature in black ink, appearing to read "Paul C. Scherer", written over a horizontal line.

PAUL C. SCHERER  
INCORPORATOR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 20 PM 1:43

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

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

That LINDY NAVIGATION, 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 St. Petersburg, County of Pinellas, State of Florida, has named PAUL C. SCHERER, 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 hereby accept relative to keeping open said Office.

  
PAUL C. SCHERER  
RESIDENT AGENT