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October 11, 2000

Division of Corporations  
Department of State  
The Capitol  
Post Office Box 6327  
Tallahassee, FL 32314

000003372150--7  
-08/24/00--01084--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: KEY MARITIME, INC.

Dear Mrs. Brown:

I am returning to you the signed original and one signed copy of the Articles of Incorporation of the above corporation.

Please process this request at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please call me at the above phone number.

Sincerely,

Esther L. Lyle

Esther L. Lyle, Assistant  
to David P. Trotti, Esq.

FILED  
00 OCT 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

enc.

789,2544,524,2550  
7/00-21316

D. BROWN OCT 16 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 8, 2000

DAVID P. TROTTI, ESQ.  
5571 PLAYA WAY  
JACKSONVILLE, FL 32211

SUBJECT: KEY RESOURCES, INC.  
Ref. Number: W00000021316

We have received your document for KEY RESOURCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

**YOU NEVER GOT BACK WITH ME ON A NEW NAME, SO I'M RETURNING THE DOCUMENT FOR THE NECESSARY CORRECTIONS.**

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 600A00047622

**FILED**  
00 OCT 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**KEY MARITIME, INC.**

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is KEY MARITIME, INC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation is 10556 Crystal Springs Road, Jacksonville, FL 32221.

**ARTICLE III. DURATION.**

The duration of the Corporation is perpetual.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is John D. Mullins, Jr., 10556 Crystal Springs Road, Jacksonville, FL 32221.

**ARTICLE V. INITIAL BOARD OF DIRECTORS.**

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall

never be less than one. The name and address of each initial Director of the Corporation is as follows:

John D. Mullins, Jr.	10556 Crystal Springs Road, Jacksonville, FL 32221
Philip B. Sordian	4110 Glenhurst Drive S., Jacksonville, FL 32224

#### **ARTICLE V. INCORPORATORS.**

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

John D. Mullins, Jr.	10556 Crystal Springs Road, Jacksonville, FL 32221
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#### **ARTICLE V. RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### **ARTICLE V. SHARE TRANSFER RESTRICTIONS.**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number of Shares</b>
John D. Mullins, Jr.	50
Philip B. Sordian	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons (other than transfer to an heir in the case of a shareholder's death) unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

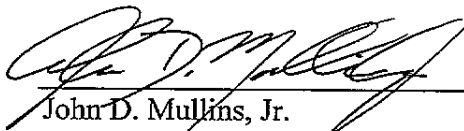
#### ARTICLE X. "S" CORPORATION.


The corporation elects to be an S Corporation. The corporation has filed the appropriate form 2553 with the Internal Revenue Service pursuant to section 1362 of the Internal Revenue Code.

#### ARTICLE XI. AMENDMENT.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned have executed these articles of incorporation on August 21, 2000.

  
John D. Mullins, Jr.  
Incorporator/Director/P/S

  
Philip B. Sordian  
Director/VP/T

**Certificate Designation and Acceptance of Registered  
Agent/Registered office**

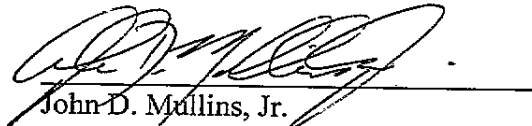
**FILED**  
00 OCT 13 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, 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 **KEY MARITIME, INC.**
2. The name of the registered agent is John D. Mullins, Jr.
3. The address of the registered agent/registered office is 10556 Crystal Springs Road, Jacksonville, FL 32221.

**Acceptance**

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

  
John D. Mullins, Jr.  
August 21, 2000