

TRANSMITTAL LETTER

P010000 11665

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FORTUNE

SUBJECT: THE BLACKSMITH CORPORATION
(Proposed corporate name - must include suffix)

800003618138--8
-02/01/01--01004--001
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: THE BLACKSMITH CORPORATION
Name (Printed or typed)

5074 Shawland Rd.
Address

Jacksonville, FL 32254
City, State & Zip

(904) 378-8848
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 31 PM 3:24

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF ^{FORTUNE}
THE BLACKSMITH CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be THE BLACKSMITH CORPORATION. ^{FORTUNE}

ARTICLE II NATURE OF BUSINESS

The primary purpose of this corporation are as following:

1. Under water marine services.
2. Engage in or transact any and all lawful activities or business permitted under the laws of the United States, the States of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be ^{Principle} 5074 Shawland Road, Jacksonville, Florida, 32254 and the name of the initial Registered Agent for the corporation at that address is HongVan Thi Nguyen.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exit perpetually.

01 JAN 31 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII LIMITATION OF LIABILITY

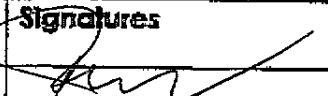
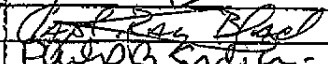
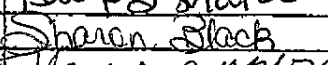
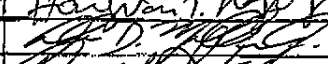
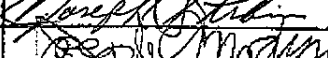



Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by the law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled, as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in such contract, act or transaction, or are directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of corporation may vote upon any transaction with the corporation without regard to the fact that he/she is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTOR

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

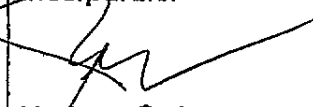
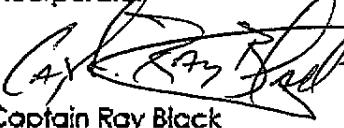
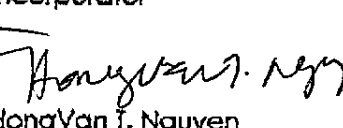
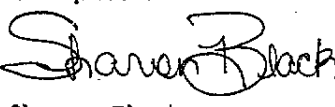
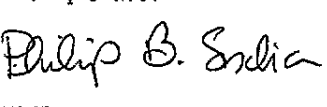

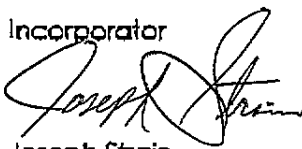

Stockholders	Shares of Ownerships	Signatures
Vedwyn O Ang, CEO	2,000	
Captain Ray Black, President	4,000	
Philip B. Soridan, Vice President	500	
Sharon Black, Secretary		
HongVan Thi Nguyen, Treasure	2,000	
John D. Mullins Jr., Director	500	
Joseph Strain, Director	500	
Joseph A. Modica, Director	500	

ARTICLE X CORPORATORS

The name and address of the incorporator are:

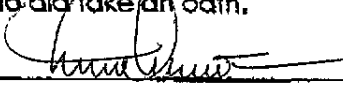
Vedwyn O. Ang, 241 Oak South Drive; Green Cove SPGS, FL 32047,
 Captain Ray and Sharon Black, 10775 Jim Busby Rd N; Theodore, AL 36582, Philip B.
 Soridan, 4110 Glenhurst Drive S; Jacksonville, Florida 32224 and HongVan Thi Nguyen,
 6360 Whispering Oak Dr N; Jacksonville, FL 32277, John Mullins Jr., 10556 Cristal Spring
 Rd; Jacksonville, FL 32221-1152, Joseph A. Modica, 2007 Wiemaker Dr; Katy, TX 77493,
 Joseph Strain Jr., 213 South Hampton Club Dr.; Jacksonville, FL 32259.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on
 this 31st day of January 2001.

Incorporator  Vedwyn O. Ang	Incorporator  Captain Ray Black	Incorporator  HongVan T. Nguyen
Incorporator  Sharon Black	Incorporator  Philip B. Soridan	Incorporator  John D. Mullins, Jr.
Incorporator  Joseph Strain	Incorporator  Joseph A. Modica	

STATE OF FLORIDA
 COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 1st day of
February 2001, Vedwyn O Ang, Captain Ray Black, HongVan Thi Nguyen, Sharon Black,
 Philip B. Soridan, John Mullins Jr., Joseph A. Modica and Joseph Strain who have
 produced ID# A520-874-44-010-0, ID# 5145183, ID# N250-338-67-626-0, ID#
5801815, ID# S635-662-57-143-0, ID# 18623461, ID# M452-464-57-448-1 and ID# S365-480-
44-047-0 as the identification and who did take an oath.



Notary Public
 State of Florida
 My Commission Expires 10/3/04



Phuonganh Thi Nguyen
 MY COMMISSION # CC972327 EXPIRES
 October 3, 2004
 BONDED THRU TROY FAIN INSURANCE, INC.
 (SEAL)

DESINATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 5074 Shawland Road, Jacksonville, Florida, 32254 has named HongVan Thi Nguyen whose address is 6306 Whispering Oak Drive north, Jacksonville, Florida, 32277, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

HongVan Thi Nguyen
HongVan Thi Nguyen

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 31 PM 3:24

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared HongVan Thi Nguyen, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 31st day of January 2001.



Phuonganh Thi Nguyen
MY COMMISSION # CC972327 EXPIRES
October 3, 2004
BONDED THRU TROY FARM INSURANCE, INC.

(SEAL)

[Signature]

Notary Public
State of Florida
My Commission Expires: 10/3/04