

PO1000023340

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE SUITE 600  
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FAX (561) 655-5551

FOUNDED 1893

John A. Turner  
JATurner@arnstein.com

BOCA RATON, FLORIDA

MIAMI, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

February 28, 2001

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Cove Marine Associates, Inc.

500003796715--0

03/05/01-01007-006

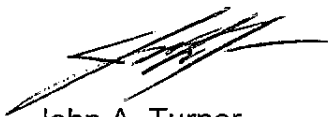
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Incorporation for the above-referenced corporation, and this firm's check in the amount of \$78.75 representing the filing fee, the registered agent fee and the cost of a certified copy. Please return a certified copy to the undersigned in the self-addressed, stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



John A. Turner

JAT/m  
Enclosures

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**FILED**

01 MAR - 2 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
COVE MARINE ASSOCIATES, INC.**

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be COVE MARINE ASSOCIATES, INC., having as its initial corporate mailing address: 1908 Tudor Road, Juno Beach, Florida 33408

**ARTICLE II - DURATION**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes, including without limitation:

To conduct, engage in and carry on the general business of transportation by air, land and water in interstate, intrastate and foreign commerce of passengers, freight, articles of merchandise and cargo of every nature and description. To own, operate, lease, buy and manage transportation terminals and warehouses.

To represent municipalities, World Trade Centers and chambers in international trade before their potential users and investors.

To engage generally in ocean commerce in the carriage of goods by water upon the oceans, seas, and other waterways, to contract for, purchase, build, own, equip, furnish, sell, operate and charter to or from other persons, firms or corporations and operate steam, sail, or other boats, ships, vessels, tugs, barges, and lighters, or other property used in the transportation of freight; to engage in the transportation of passengers, and in the transportation, carriage, or storage of freight, mails, property, products, goods, and merchandise of every description.

To carry on the business of ship owners, builders, repairers, brokers, chandlers, agents, managers of shipping property, freight contractors, barge owners, vessel owners, lightermen, stevedoring, forwarding agents, factors, insurance brokers, warehouse persons or wharfingers.

To purchase, own, lease, operate, maintain, buy, sell, mortgage, and convey shipyards, wharves, plants, and manufacturers, for the building, equipping, remodeling, and repairing, of any and all kinds of ships, and vessels, of every class and description.

To engage in any lawful act or activity for which corporations may be formed under the business corporation law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

To own, operate, manage, acquire and deal in property, real and personal, which may be necessary to the conduct of the business. Without limiting any of the purposes or powers of the corporation it shall have the power to do any one or more or all of the things set forth, and all other things likely, directly or indirectly, to promote the interests of the Corporation. In the carrying on of its business it shall have the power to do any and all things and powers which a corporation or natural person could do, either as a principal, agent, representative, lessor, lessee or otherwise, either alone or in conjunction with others, and in any part of the world. In addition, it shall have and exercise all rights, powers and privileges now belonging to or conferred upon corporations organized under Florida Statutes.

#### **ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the corporation shall be One Hundred (100) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

## **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is John A. Turner. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Louis J. Perez

## **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

John A. Turner  
c/o Arnstein & Lehr  
515 North Flagler Drive, Suite 600  
West Palm Beach, FL 33401

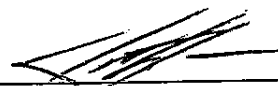
## **ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS**

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

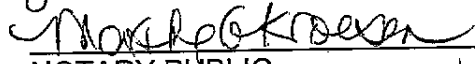
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 28<sup>th</sup> day of February, 2001.

  
\_\_\_\_\_  
John A. Turner

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, John A. Turner, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 28<sup>th</sup> day of February, 2001

  
\_\_\_\_\_  
NOTARY PUBLIC

MARTHA G. KROESEN  
(Type or Print Name)

State of Florida at Large

My Commission expires:  
Commission Number:



Martha G. Kroesen  
MY COMMISSION # CC990368 EXPIRES  
April 27, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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

FILED  
01 MAR -2 PM 2:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
In pursuant of Florida Statutes the following is submitted:

First -- That Cove Marine Associates, Inc. has named John A. Turner, who is located at Arnstein & Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm Beach, 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 hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

  
John A. Turner