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*J. LaDon Dewrell
Timothy W. Shaw*

March 19, 2001

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

EFFECTIVE DATE
03/19/01

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-03/20/01--01025--001
****122.50 *****78.75

Re: Alley's Marine Service, Inc.

Dear Sir or Madam:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of the Articles of Incorporation.
2. Original Certificate of Designation of Registered Agent/Registered Office.
3. Check in the amount of \$122.50 which represents payment of the filing fee of said incorporation.

Thank you for your attention to this matter. If you have any questions, please feel free to give us a call.

Sincerely,

Donna R. Davis

Donna R. Davis

Legal Assistant to J. LaDon Dewrell

/drd

Enclosures

FILED
01 MAR 20 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAR 26 2001

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EFFECTIVE DATE
03/19/01

ARTICLES OF INCORPORATION

OF

ALLEY'S MARINE SERVICE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being 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 is ALLEY'S MARINE SERVICE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 836 Overbrook Drive, Fort Walton Beach, Florida 32547. The initial registered agent at this address is James Richard Alley.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor

more than five (5) directors. The initial board of directors shall consist of the following person(s):

James Richard Alley

836 Overbrook Drive
Fort Walton Beach, Florida 32547

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:

James Richard Alley

836 Overbrook Drive
Fort Walton Beach, Florida 32547

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this _____ day of March, 2001, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

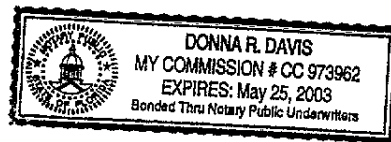
James Richard Alley
JAMES RICHARD ALLEY

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th day of March, 2001, by JAMES RICHARD ALLEY, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of March, 2001.

Donna R. Davis
Notary Public
(Seal)



To: The Secretary of State of
The State of Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

That Alley's Marine Service, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 836 Overbrook Drive, Fort Walton Beach, Florida 32547, has named James Richard Alley, at that address, as its agent to accept service of process within the State of Florida.

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 provisions of said Act relative to keeping open said business.


JAMES RICHARD ALLEY
Registered Agent

Dated: March 19, 2001

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01 MAR 20 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA