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CLAY OFFICE
RYAN & RYAN, P.A.
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN
KARA R. ROSA

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

August 7, 2001

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

Re: Incorporation of BLT Marine Company
Our File No. 17652E

Greetings:

Enclosed please find the original and true copy of the Articles of Incorporation and Registered Agent Designation of BLT Marine Company which we request you file at this time.

Enclosed also, please find Ryan & Ryan, P.A. Trust Account check no. 14573 in the amount of \$70.00 in payment for the filing fee for the Articles of Incorporation and Designation and Acceptance by Registered Agent.

We request that you return a time-stamped copy of the Articles of Incorporation to the undersigned at the above listed address.

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding same.

Very truly yours,


CHRISTOPHER J. RYAN

CJR/cbe
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-14-01
WC

ARTICLES OF INCORPORATION

OF

BLT MARINE COMPANY

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **BLT MARINE COMPANY**.

ARTICLE II

CORPORATE EXISTENCE

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

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to, operation, sale, leasing, repair, provision of crew services and management of marine vessels, and to generally do any and all things necessary, pertinent and convenient to the powers herein and hereby conferred.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise

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TALLAHASSEE, FLORIDA

thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED SHARES (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT ADDRESS

The principal place of business of this corporation shall be at 1323 SE 17 Street, #513, Fort Lauderdale, Broward County, Florida 33316, and the street address of its initial registered agent office shall be at 700 East Dania Beach Boulevard, Third Floor, Dania Beach, Broward County, Florida 33004, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of the original registered agent is CHRISTOPHER J. RYAN, whose address is 700 East Dania Beach, Dania Beach, Broward County, Florida.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than four (4).

ARTICLE VIII

DIRECTORS

The name and post office address of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successor is elected and has qualified, shall be:

BEN LEE TAYLOR, III
1323 SE 17 Street, #513
Fort Lauderdale, FL 33316

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

BEN LEE TAYLOR, III
1323 SE 17 Street, #513
Fort Lauderdale, FL 33316

ARTICLE X

SPECIAL CHARTER PROVISIONS

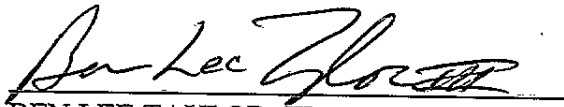
Directors and Officers of this corporation need not be a Shareholder.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be August 6, 2001.

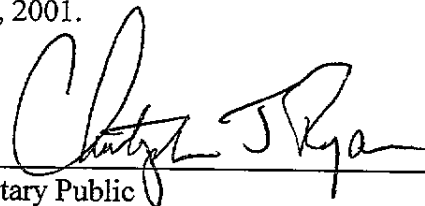
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 6th day of August, 2001.


BEN LEE TAYLOR, III

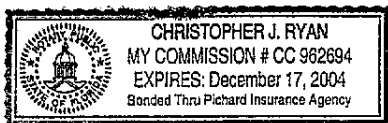
STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, BEN LEE TAYLOR, III, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 6th day of August, 2001.


Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Address of the Officer and Director.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

BLT MARINE COMPANY

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1323 SE 17 Street, #513, Fort Lauderdale, Florida 33316, has named CHRISTOPHER J. RYAN located at 700 East Dania Beach Boulevard, Third Floor, Dania Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICER:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
BEN LEE TAYLOR, III	President/Secretary/Treasurer	1323 SE 17 Street, #513 Fort Lauderdale, FL 33316

BOARD OF DIRECTORS:

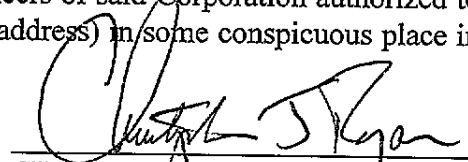
BEN LEE TAYLOR, III	1323 SE 17 Street, #513 Fort Lauderdale, FL 33316
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Dated this 6th day of August, 2001.


BEN LEE TAYLOR, III

ACCEPTANCE:

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


CHRISTOPHER J. RYAN
Registered Agent