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TRANSMITTAL LETTER

FILED
02 JAN -9 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-01/10/02--01013--002
*****78.75 *****78.75

Subject: . ABOVE & BELOW, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$78.75 to cover the filing fee and certificate.

FROM: Marcia deR. Barth
1100 37th Street, Gulf
Marathon, Florida 33050

305 731-7872 Daytime phone

QB 1/14/02 ✓
W02-1056

**ARTICLES OF INCORPORATION
FOR
ABOVE & BELOW, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under the Florida General Corporation Act adopt the following Articles of Incorporation for their corporation.

ARTICLE I.

The name of the corporation shall be ABOVE & BELOW, INC.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:
1100 37th Street, Gulf
Marathon, Florida 33050

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 with a par value of \$1.00 per share. The holders of the outstanding common stocks shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the stock of the corporation. Shares of the corporation shall not be divided into classes.

ARTICLE IV.

The name and address of the initial registered agent is: Marcia deR. Barth, 1100 37th Street, Gulf, Marathon, Florida 33050.

ARTICLE V.

The names and street addresses of the incorporators to these Articles of Incorporation are: Marcia deR. Barth
1100 37th Street, Gulf
Marathon, Florida 33050

Whorton T. Johnson, III
1100 37th Street, Gulf
Marathon, Florida 33050

The incorporators shall serve as the initial directors of the corporation.

ARTICLE VI.

The purpose for which this corporation is organized is to do marine maintenance and repairs and generally to do all things necessary, pertinent, or convenient to the purposes herein stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida Corporate Law or by any other law, or by these Articles of Incorporation, and to carry out the said purpose in any State, Territory, District, or possession of the United States, or in any foreign country.

The undersigned incorporators have executed these Articles of Incorporation this 7th day of January, 2002.

Marcia deR. Barth
Marcia deR. Barth

Whorton T. Johnson, III
Whorton T. Johnson, III

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is **ABOVE & BELOW, INC.**

The name and address of the registered agent and office is:

Marcia deR. Barth
1100 37th Street, Gulf
Marathon, Florida 33050

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Marcia deR. Barth
Marcia deR. Barth

Date January 7th 2002