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ACCOUNT NO. : 072100000032

REFERENCE : 541995 7200721

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

2002 APR 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : April 23, 2002

ORDER TIME : 11:42 AM

ORDER NO. : 541995-005

CUSTOMER NO: 7200721

CUSTOMER: Scott L. Glazier, Esq
Glazier & Glazier, P.a.

8825 Perimeter Park Blvd.
Suite 504
Jacksonville, FL 32216

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02 APR 23 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: SHIPS INTERNATIONAL FINANCE,
INC.

EFFECTIVE DATE:

300005326529--5

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

DS
4/23/02

ARTICLES OF INCORPORATION
OF
SHIPS INTERNATIONAL FINANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this Corporation is SHIPS INTERNATIONAL FINANCE, INC.

ARTICLE II – NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

The authorized capital of the Corporation shall be Ten Thousand (10,000) shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV – TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 1489 Southeast 17th Street, Suite 21, Fort Lauderdale, FL 33316. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI – DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VII – INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors are:

Philip Perkins
1489 Southeast 17th Street, Suite 21
Fort Lauderdale, FL 33316

Stanley J. Johnson
1489 Southeast 17th Street, Suite 21
Fort Lauderdale, FL 33316

ARTICLE VIII – INCORPORATOR

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

Scott L. Glazier
Glazier & Glazier, P.A.
8825 Perimeter Park Blvd., Suite 504
Jacksonville, FL 32216

ARTICLE IX – SECTION 1244 STOCK

The Board of Directors is authorized to issue “Section 1244 Stock”, as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

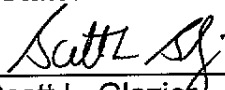
The street address of the initial registered office of this Corporation is 8825 Perimeter Park Blvd., Suite 504, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is GLAZIER & GLAZIER, P.A.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII – EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.



Scott L. Glazier (SEAL)

“Incorporator”

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for SHIPS INTERNATIONAL FINANCE, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

GLAZIER & GLAZIER, P.A.

By: Scott L. Glazier (SEAL)
Scott L. Glazier
Its: Vice President

"Registered Agent"

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