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ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

PLAZA 1551  
1551 FORUM PLACE  
BUILDINGS 200 & 400  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (561) 640-8000  
FACSIMILE (561) 640-6030  
E-MAIL: hjw@adorno.com

HOWARD J. WIENER, J.D., LL.M.  
BOARD CERTIFIED IN TAXATION

FILED  
02 MAY -2 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PLEASE REPLY TO:  
POST OFFICE BOX 3948  
WEST PALM BEACH, FL 33402-3948

April 30, 2002

**VIA FEDERAL EXPRESS**

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

200005417972--4  
-05/01/02--01075--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Victory Marine, Inc.**

Dear Sir or Madam:

On behalf of our client, enclosed find an original and a copy of Articles of Incorporation of Victory Marine, Inc. for the above-referenced corporation. Also enclosed is a check payable to the Florida Department of State in the amount of \$78.75 consisting of the following fees:

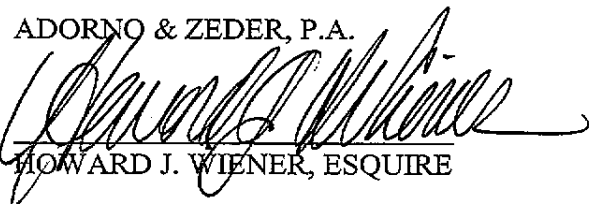
Filing Fee	\$35.00
Registered Agent Designation	35.00
Certification	<u>8.75</u>
	\$78.75

Please file the original, certify the copy, and return the certified copy to us using the enclosed postage paid return envelope provided for your convenience.

Sincerely yours,

ADORNO & ZEDER, P.A.

By:

  
HOWARD J. WIENER, ESQUIRE

HJW/cjt

Enclosures

cc: Harry Sargeant (w/o enclosures)

202266.0001/W8003331\_1

BOCA RATON

FORT LAUDERDALE

MIAMI

5/7/02

**ARTICLES OF INCORPORATION**

**OF**

**VICTORY MARINE, INC.**

**FILED**

**02 MAY -2 AM 10:18**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I**

**Name**

The name of the Corporation is Victory Marine, Inc.

**ARTICLE II**

**Duration**

This Corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**

**Principal Place of Business, Initial Registered Office and Agent**

The principal place of business of this Corporation is 3020 N. Military Trail, Suite 100, Boca Raton, Florida 33431. The street address of the initial registered office of this Corporation is 3020 N. Military Trail, Suite #100, Boca Raton, Florida 33431. The initial registered agent shall be Harry Sargeant, 3020 North Military Trail, Suite #100, Boca Raton, Florida 33431.

## **ARTICLE VI**

### **Initial Board of Directors and Officers**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than two (2). The names and addresses of the initial officers and directors of this Corporation are:

Harry Sargeant, President and Director

Janet Sargeant, Director and Secretary

## **ARTICLE VII**

### **Incorporators**

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

Harry Sargeant  
3020 N. Military Trail  
Suite 100  
Boca Raton, Florida 33431

## **ARTICLE VIII**

### **Powers**

This Corporation shall have all of the corporate powers enumerated in the *Florida Business Corporation Act*.

## **ARTICLE IX**

### **Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## **ARTICLE X**

### **Action by Directors Without a Meeting**

The directors of this Corporation may take action by written consent, as provided by law.

## **ARTICLE XI**

### **Indemnification**

This Corporation shall, to the fullest extent permitted by the provisions of the *Florida Business Corporation Act*, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE XII**

### **Amendment of Articles**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

## **ARTICLE XIII**

### **Bylaw Amendment**

The bylaws may be adopted, altered, amended or repealed by either the shareholder(s) or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholder(s) if the shareholder(s) specifically provide such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE XIV**

### **Additional Corporate Powers**

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida, and of the purposes, objects and powers hereinabove stated, the Corporation shall have all and singular the following additional powers:

1. This Corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this Corporation has the direct or incidental authority to engage in.

2. This Corporation shall have the power to deny to the holders of the common stock of this Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

3. This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his or her shares, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby impaired.

4. This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, or by any contract with the shareholder(s), setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby impaired.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of April, 2002.

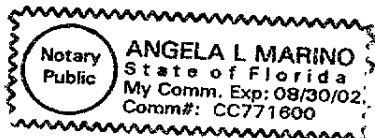
  
Harry Sargeant

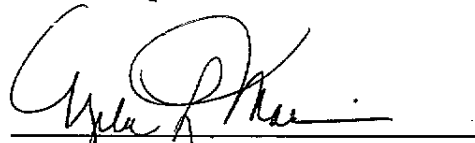
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of April, 2002 by HARRY SARGEANT, who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

Notary Seal



  
Notary Public, State of Florida  
ANGELA L. MARINO  
Printed Name  
8/30/2002  
Expiration Date

## CERTIFICATE OF DESIGNATION

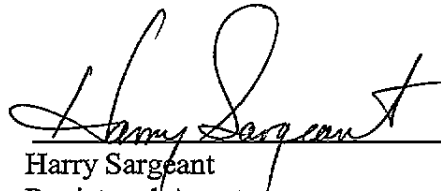
### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the Corporation is Victory Marine, Inc.
2. The name and address of the registered agent and office is:

Harry Sargeant  
3020 N. Military Trail  
Suite 100  
Boca Raton, Florida 33431

Signature:



Title:

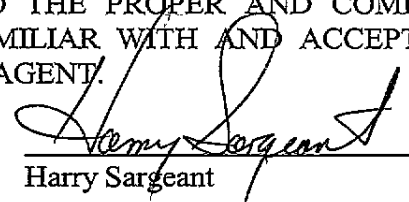
Harry Sargeant  
Registered Agent

Date:

April 22, 2002

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.

Signature:



Date:

April 22, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA