



MANSEL YULEE RANDOLPH  
1848-1915

ATTORNEYS AT LAW

ROBERT JERRY RANDOLPH, SR.  
1912-1994

ROBERT JERRY RANDOLPH  
1876-1934

43 Seminole Street  
Stuart, FL 34994  
jrando1546@aol.com

ROBERT JERRY RANDOLPH, JR.  
President

Telephone 772-283-5151  
Facsimile 772-220-0952

September 5, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-09/09/02--01028--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

In Re: BURIAL AT SEA, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy and 00/100 Dollars (\$70.00) which represents the filing fee in reference to the above.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,

Mary E. Glass  
Legal Assistant for  
Randolph & Randolph, P.A.

Enclosures

FILED  
02 SEP -9 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 9/11

**ARTICLES OF INCORPORATION  
OF  
BURIAL AT SEA, INC.**

**FILED**  
02 SEP -9 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is BURIAL AT SEA, INC.

**ARTICLE II. NATURE OF CORPORATE BUSINESS**

The corporation shall engage in marine charter burial at sea operations and any other activity or business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having a par value of Ten Dollars (\$10.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV. EFFECTIVE DATE**

The effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE V. REDEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

#### **ARTICLE VI. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VII. ADDRESS**

The initial street address of the principal office of this corporation shall be 43 Seminole Street, Stuart, Florida 34994.

#### **ARTICLE VIII. DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least fifty-one percent (51%) of the outstanding shares.

#### **ARTICLES IX. INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Robert Jerry Randolph, IV  
as President  
43 Seminole Street  
Stuart, FL 34994

R. Jerry Randolph, Jr.  
as Secretary Treasurer  
43 Seminole Street  
Stuart, FL 34994

#### **ARTICLE X. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles is to be made.

**ARTICLE XI. RESTRICTIONS OF TRANSFER OF STOCK**

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. The legend on the share certificates will state that there may be a restriction upon share transfer.

**ARTICLE XII. REGISTERED AGENT AND OFFICE**

The Registered Agent designated for this corporation is R. Jerry Randolph, Jr., Esquire whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 5 day of Sept, 2002.

 (SEAL)  
ROBERT J. RANDOLPH, IV

 (SEAL)  
R. JERRY RANDOLPH, JR.

STATE OF FLORIDA            )


:SS

COUNTY OF MARTIN            )

The foregoing instrument was sworn to and subscribed to before me this 5 day of SEPTEMBER 2002, by Robert J. Randolph, IV and by R. Jerry Randolph, Jr.



(SEAL) Mary E. Glass  
MY COMMISSION # CC952697 EXPIRES  
July 18, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public  
My Commission expires:

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of BURIAL AT  
SEA, INC.

Dated this 5<sup>th</sup> day of Sept, 2002.

  
R. JERRY RANDOLPH, JR., ESQUIRE

FILED  
02 SEP -9 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA