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2004 AUG 30 P 4: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



**JD Marine Development, Inc.**

223 East Beach Drive  
Panama City, FL 32401  
TEL: 850-784-3900  
FAX: 850-914-6579

August 26, 2004

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

**SUBJECT: JD Marine Development, Inc.**

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy and a certificate of status.

FROM: John W. Darrah, III  
JD Marine Development, Inc.  
223 East Beach Drive  
Panama City, FL 32401  
850-784-3900

**ARTICLES OF INCORPORATION  
OF  
JD MARINE DEVELOPMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I - NAME**

The name of this corporation is JD Marine Development, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 223 East Beach Drive, Panama City, Florida, 32401.

**ARTICLE III - PURPOSE**

The purpose for which this corporation is organized is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV - SHARES**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

**ARTICLE V - REGISTERED AGENT**

The name of the corporation's registered agent is John W. Darrah, III and the registered office is 223 East Beach Drive, Panama City, Florida, 32401.

**ARTICLE VI - MANAGEMENT BY SHAREHOLDERS**

The business of this corporation shall be managed by its shareholders rather than a board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding share of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

**ARTICLE VII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII - CUMULATIVE VOTING RIGHTS**

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

**ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is John W. Darrah, III, 223 East Beach Drive, Panama City, Florida, 32401.

\*\*\*\*\*  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Date

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