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C.L. 2-28

ADORNO & YOSS
A PROFESSIONAL ASSOCIATION
1551 FORUM PLACE, BLDG. 200 AND 400
PALM BEACH, FLORIDA 33401
PHONE: (561) 640-8000, FAX: (561) 640-6030
WWW.ADORNO.COM

DONALD P. DUFRESNE

February 17, 2005

VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Sea Pioneer, Inc.

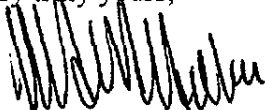
To Whom it May Concern:

Please find enclosed the original Articles of Incorporation for Sea Pioneer, Inc. and a check in the amount of \$87.50 for the following:

1. Filing Fees;
2. Registered Agent Designation;
3. Certified Copy of the Articles of Incorporation; and
4. Certificate of Status.

Please file the original Articles and return to the undersigned a Certified Copy of the Articles of Incorporation and a Certificate of Status in the enclosed self-addressed stamped envelope. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



Donald P. Dufresne

DPD/erm

Encl.

cc: Harry Sargeant, President
Roger Childers, CFO

ARTICLES OF INCORPORATION

OF

SEA PIONEER, INC.

ARTICLE I

Name

The name of the Corporation is Sea Pioneer, 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.

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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 15 day of February, 2005.


Harry Sargeant

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of February, 2005 by HARRY SARGEANT, SR., 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 Public, State of Florida

Notary Seal



Printed Name ANGELA L. MARINO

Expiration Date 08-30-2006

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 Sea Pioneer, 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:

February 15, 2005

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:

February 15, 2005

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