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NO. 599

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

KLEAN MARINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KLEAN MARINE, INC.**

KLEAN MARINE, INC. hereby adopts this Articles of Incorporation pursuant to the provisions of the Florida Business Corporation Act of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is **KLEAN MARINE, INC.** (the "Corporation"). The principal place of business of the Corporation is 9670 N.W. 24th Place, Sunrise, Florida 33322.

**ARTICLE II
REGISTERED OFFICE**

The address of the Corporation's registered office in the County of Broward in the State of Florida is 9670 N.W. 24th Place, Sunrise, Florida 33322, and the name of the registered agent at such address is the Charles K. Fulton.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida ("laws of the State of Florida"), as the same may be amended and supplemented from time to time.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Million (1,000,000) shares, par value \$0.0001 per share, consisting of one (1) class of stock designated as follows: One Million (1,000,000) shares of Common Stock ("Common Stock").

**ARTICLE V
PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.

ARTICLE VI
LIMITATION ON LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Florida, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the effective date of this Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the laws of the State of Florida, as so amended.

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the shareholders of the Corporation or (ii) amendment to the laws of the State of Florida shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VI at the time of such repeal or amendment.

ARTICLE VII
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE VIII
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

ARTICLE IX
NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Charles K. Fulton	9670 N.W. 24 th Place Sunrise, Florida 33322

[remainder of page left intentionally blank]

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20 day of September, 2007.


Charles K. Fulton, Sole Incorporator

**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 designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **Klean Marine, Inc.**
2. The name and address of the registered agent and office is:

Attn: **Charles K. Fulton**
9670 N.W. 24th Place
Sunrise, Florida 33322

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.


Charles K. Fulton

Date: September 20 2007

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