

PO 7000134270

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000304389 3)))



H070003043893ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072480003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

07 DEC 21 AM 9:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

smith marine holdings, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

Handwritten signature and date: 12/21/07

H07000 304 389

**ARTICLES OF INCORPORATION**

**OF**

**SMITH MARINE HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is: **SMITH MARINE HOLDINGS, INC.**

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared by:  
Robert A. Chaves, Esq.  
Florida Bar No. 283525  
Teschler Guttor Chaves Josepher Rubin Ruffin & Forman, P.A.  
2101 Corporate Blvd., Suite 107  
Boca Raton, FL 33431  
561-998-7847

FILED  
DEC 21 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H07000 304 389

#### **ARTICLE IV**

##### **Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

#### **ARTICLE V**

##### **Address**

The address of the principal office of the corporation is 1200 South Dixie Highway West, Pompano Beach, Florida 33060 and its mailing address 1200 South Dixie Highway West, Pompano Beach, Florida 33060.

#### **ARTICLE VI**

##### **Registered Office and Agent**

The street address of the corporation's initial registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431-7343. The name of the initial registered agent at such office is M & W Agents, Inc.

#### **ARTICLE VII**

##### **Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another

H07000304389

corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

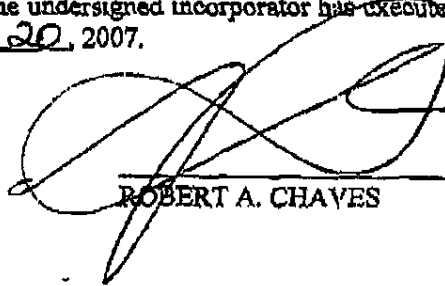
**ARTICLE VIII**

**Incorporator**

The name and address of the incorporator of the corporation is Robert A. Chaves, Tescher Gutter Chaves Josepher Rubin Ruffin & Forman, P.A., 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 20, 2007.

  
ROBERT A. CHAVES

FILED  
07 DEC 21 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

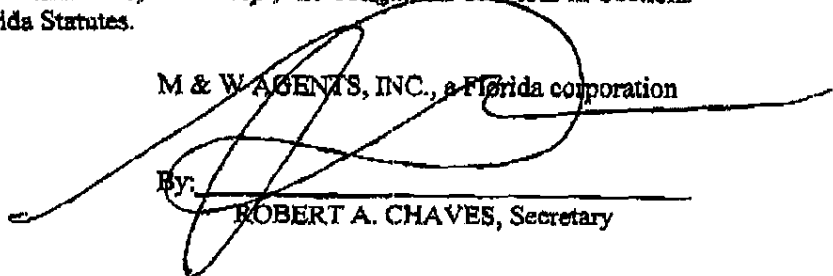
**ACCEPTANCE OF APPOINTMENT**

AS

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

  
By: ROBERT A. CHAVES, Secretary

H07000304389