

Aug. 16. 1999 1:56PM TRIPP SCOTT

Division of Corporations

No. 0181 P. 1/2

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P92000010743

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Attn: Sue Deverson
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BASIC AMENDMENT
ALLIED MARINE GROUP, INC.

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Amended
&
Restated
Art. of Incorp.
08-16-99
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 13, 1999

ALLIED MARINE GROUP, INC.
110 NORTH DIXIE HWY
STUART, FL 34994US

SUBJECT: ALLIED MARINE GROUP, INC.
REF: P92000010743

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000020239
Letter Number: 699A00041056

* We request that the filing date be retroactive as of August 13, 1999 per Sec. 607.0123, Fla. Stat. Thank-you.

Sue Deverson

E990000020239

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLIED MARINE GROUP, INC.**

The undersigned, as president of Allied Marine Group, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amended and restated articles of incorporation for the Corporation, which amend and restate the original articles of incorporation for the Corporation filed with the Florida Secretary of State on December 10, 1992, under document no. P92000010743.

ARTICLE I: NAME

The name of the Corporation shall be **ALLIED MARINE GROUP, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 401 S.W. 1st Avenue, Ft. Lauderdale, FL 33301.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand six hundred sixty-eight (1,668) shares having a par value of ten cents (\$.10) per share.

This document prepared by:
Loren K. Newman, Esq.
Florida Bar No. 958433
110 SE 6th St., 15th Floor
Ft. Lauderdale, FL 33301
(954) 525-7500
Doc#: 187706 Ver#: 1 990068.0002

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ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Carol S. Waxler, The Allied Marine Group, 110 North Dixie Highway, Stuart, FL 34994.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is ~~Carol S. Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, FL 32301. Waxler, The Allied Marine Group, 110 North Dixie Highway, Stuart, FL 34994.~~

The foregoing amended and restated articles of incorporation were approved and authorized by a joint consent action by the board of directors and shareholders of the Corporation effective August 6, 1999. The number of votes cast by the shareholders was sufficient to approve the amendments contained herein.

The undersigned has executed these Articles of Incorporation this 12th day of August, 1999.


Dwight Tracy, President

Dated: August 12, 1999

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the 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 ALLIED MARINE GROUP, INC.
2. The name and address of the Registered agent and office is Carol S. Waxler, Esq.,
The Allied Marine Group, 110 North Dixie Highway, Stuart, FL 34994.

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.



Allied Marine Group, Inc.
Carol S. Waxler, Esq., Registered Agent
Dated: August 10, 1999

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