

STEVEN ELLIOT BROOKS
ATTORNEY AT LAW

P95000017939

THE OFFICE PARK AT THE CALIFORNIA CLUB
1021 IVES DAIRY ROAD, SUITE 111
NORTH MIAMI BEACH, FLORIDA 33170 2537

February 22, 1995

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ENCLOSURE 14,200.00
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Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of NAUTICAL COMMUNICATION SYSTEMS, INC.

Dear Sir or Madam:

Please find enclosed one (1) original and one (1) photocopy each of an executed set of the Articles of Incorporation for the above referenced corporation, and an original Certificate Designating Registered Agent and Office annexed thereto.

In addition, please find enclosed my check in the amount of 122.50 payable to the Florida Secretary of State. Please apply said payment to cover the following fees:

Filing of Articles	\$ 35.00
Filing of Certificate	35.00
Certified Copies	<u>52.50</u>
Total	<u>\$ 122.50</u>

Please file the original documents and return certified copies to the undersigned. A self-addressed, postage paid envelope is enclosed for your convenience.

Very truly yours,

SEB
Steven Elliot Brooks,
Attorney at Law

SEB/
Enc.

SECRET-9
FEB 23 1995

Articles of Incorporation

of

Nautical Communication Systems, Inc.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF § 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation shall be:

NAUTICAL COMMUNICATION SYSTEMS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at:

3921 S.W. 47TH AVENUE, SUITE 1011
DAVIE, FLORIDA 33314

with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any given time shall be 1000 shares of common stock with no minimum par value. There shall be only one class of shares.

ARTICLE IV. PRE-EMPTIVE RIGHTS OF STOCKHOLDERS

Every Stockholder upon the sale for cash of any new stock shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE V. INCORPORATORS

The name and address of each Incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS OF INCORPORATOR

STEVEN ELLIOT BROOKS, ESQ.

1021 IVES DAIRY ROAD, SUITE 111
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Agent and Registered Office shall be as follows:

NAME OF REGISTERED AGENT

REGISTERED OFFICE

STEVEN ELLIOT BROOKS, ESQ.

1021 IVES DAIRY ROAD, SUITE 111
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE VII. GENERAL PURPOSE OF THE CORPORATION

This corporation is being organized for the purpose of engaging in any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporations Act.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) directors until such time as the number of directors are changed by affirmative vote of a majority of the stockholders. The names and addresses of the initial directors are as follows:

NAME OF INITIAL DIRECTORS

ADDRESS OF INITIAL DIRECTORS

CLIFFORD T. BORO

3921 S.W. 47TH AVENUE, SUITE 1011
DAVIE, FLORIDA 33314

A.J. ANDERSON

3921 S.W. 47TH AVENUE, SUITE 1011
DAVIE, FLORIDA 33314

JEFFREY J. WYCOFF

1540 N.W. 104TH AVENUE
PLANTATION, FLORIDA 33322

ARTICLE IX. REMOVAL OF DIRECTORS

A Director may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members, an Executive Committee, and one or more Committees, each

of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except for such acts as are set forth in § 607.0825, Florida Statutes.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Board of Directors, or a Committee thereof, may be taken without a meeting, provided that consent in writing setting forth the action so to be taken, signed by all of the Directors, or all of the members of the Committee as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the Committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of § 607.1002, Florida Statutes.

ARTICLE XIII. GENERAL POWERS

This corporation may exercise all powers which may be legally exercised pursuant to the laws of the State of Florida, including, *inter alia*, those powers enumerated in § 607.0302, Florida Statutes.

ARTICLE XIV. OFFICERS

The officers of this corporation shall consist of at least a President and a Secretary, and any other officer required by the by-laws of the corporation. All officers shall be elected and removed by the Board of Directors as provided for in the by-laws of the corporation. Assistant officers and other agents of the corporation may be elected or appointed as provided for in the by-laws of the corporation. Any two or more offices may be held by the same person.

ARTICLE XV. INDEMNIFICATION

The corporation shall indemnify all directors, officers and authorized agents of the corporation who are made a party, or threatened to be made a party, to any litigation or legal proceeding, whether civil or criminal, administrative or investigative, arising from the fact that such person is a director, officer or authorized agent of the corporation, against all expenses, attorney's fees (including appellate proceedings), judgments, fines and, subject to obtaining the prior written

comment of the corporation, amounts paid in settlement as well as costs reasonable incurred in connection with such litigation or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals are exhausted or if such appeals are not pursued by the proposed indemnitee, that the proposed indemnitee did not act in good faith or in a manner the proposed indemnitee reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, that the proposed indemnitee did not have reasonable cause to believe that his or her conduct was lawful, and (b) such court also determines specifically that indemnification should be denied due to the circumstances giving rise to such proceedings. The termination of any action, suit or proceeding by judgment, order, settlement of conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that a person seeking indemnification did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the corporation, and with respect to any criminal action or proceeding did not have reasonable cause to believe that his or her conduct was lawful.

A. Expenses: To the extent that a director, officer or authorized agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses including attorney's fees actually and reasonably incurred in connection therewith,


B. Advances: All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a written undertaking by or on behalf of the proposed indemnitee to repay such amount unless it shall be ultimately determined that such proposed indemnitee is entitled to indemnification pursuant to this Article.

C. Miscellaneous: The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which one who is seeking indemnification may be entitled under any by-law, agreement, corporate resolution, vote of the shareholders or otherwise, and such rights shall also inure to the heirs and personal representatives of the proposed indemnitee.

D. Insurance: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director, officer, employee or authorized agent of the corporation, or who is serving at the request of the corporation as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other enterprise, against liability arising by virtue of acting in such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person under this Article.

E. Amendment: Anything to the contrary notwithstanding, the provisions of this Article may not be amended without the approval in writing of all persons whose interest at the time the amendment is proposed would be adversely affected by such amendment.

IN WITNESS WHEREOF, I have acknowledged these Articles of Incorporation and subscribed thereto this 22nd day of February, 1995.



Steven Elliot Brooks,
Incorporator

STATE OF FLORIDA

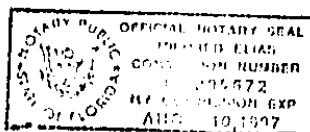
COUNTY OF DADE

I hereby certify that Steven Elliot Brooks, who being personally known to me, appeared before me, acknowledged and subscribed the foregoing Articles of Incorporation this 22nd day of February, 1995.



Notary Public

My commission expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to § 607.051, Florida Statutes, the following information is submitted in connection with the filing of the Articles of Incorporation of Nautical Communication Systems, Inc.

DESIGNATION:

Nautical Communication Systems, Inc., by its Incorporator Steven Elliot Brooks, Esq., desiring to organize under the laws of the State of Florida designates **STEVEN ELLIOT BROOKS, ESQ.** as its agent for purposes of accepting service of process within the State of Florida.


Nautical Communication Systems, Inc., by its Incorporator Steven Elliot Brooks, Esq., desiring to organize under the laws of the state of Florida designates the offices of:

1021 IVES DAIRY ROAD, SUITE 111
NORTH MIAMI BEACH, FLORIDA 33160

as its Registered Office.

ACKNOWLEDGEMENT:

Having been designated an agent of Nautical Communication Systems, Inc. for the purpose of accepting service of process within the State of Florida at the Registered Office designated above, I hereby accept said designation and now state that I am familiar with, and accept, the obligations of that position.



STEVEN ELLIOT BROOKS, ESQ.,
Registered Agent of
Nautical Communication Systems, Inc.

CERTIFIED
PM 2:45