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#### HARRIS, BARRETT, MANN & DEW

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Tampa Office

May 30, 1995

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Corporate Records Bureau Division of Corporations Department of State Domestic Filing Section Post Office Box 6327 Tallahassee, Florida 32314

RE: SURFACE MARINE, INC.

Gentlemen:

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Enclosed are the original and one copy of the Articles of Incorporation of SURFACE MARINE, INC. together with a check in the amount of \$122.50 to cover the following costs for this corporation:

<u>Item</u>

Filing Fees
Certificate of Registered Agent
Certified Copy of Charter
Total

EFFECTIVE DATE

\$5.00F STATE \$35.00F STATE \$35.00F \$122.50RB

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

SIGNED IN MR. GRECO'S ABSENCE TO AVOID DELAY

FJG/dfl Enclosures

# ARTICLES OF INCORPORATION

OF

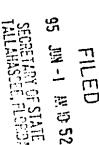
# SURFACE MARINE, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

# ARTICLE I

#### NAME

The name of this corporation is SURFACE MARINE, INC.



# **ARTICLE II**

# **PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

# **ARTICLE III**

# **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

EFFECTIVE DATE

# ARTICLE IV

#### DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

#### ARTICLE V

# PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 111 West Memorial Boulevard, Lakeland, Polk County, Florida 33805.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Bradley B. Bowen, 111 West Memorial Boulevard, Lakeland, Florida, 33805. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

#### ARTICLE VI

#### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, as follows:

NAME ADDRESS

Bradley B. Bowen 111 West Memorial Boulevard

Lakeland, Florida 33805

Steven E. Gossett 4101 San Miguel Tampa, Florida 33629

## ARTICLE VII

## **INCORPORATORS**

The name and address of the incorporator of this corporation is:

NAME

<u>ADDRESS</u>

Bradley B. Bowen

111 West Memorial Boulevard Lakeland, Florida 33805

## ARTICLE VIII

# INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

# ARTICLEIX

## **BY-LAWS**

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

# ARTICLE X

## <u>AMENDMENT</u>

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Bradley B. Bowen

Dated this 30th day of May, 1995.

Bradley B. Bowen

# STATE OF FLORIDA

# COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of May, 1995, by Bradley B. Bowen, who is personally known to me or who has produced as identification, and who did take an oath.



Printed Name: Notary Public

My Commission Expires:

Serial Number:

F.\DONNA\GRECO\SURFACE\AOI

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.09l, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That SURFACE MARINE, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named BRADLEY B. BOWEN, located at 111 West Memorial Boulevard, Lakeland, Florida 33805, as its agent to accept service of process within this state.

BRADI ÉY B. BOWEN

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BRADLEY B. BOWEN

Registered Agent

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SECRETARY OF STATE TALLAHASSEE, FLORING