



ACCOUNT NO. : 072100000032

REFERENCE : 629757 9093A

AUTHORIZATION :

COST LIMIT : \$ 70.00

800001529088

ORDER DATE : June 30, 1995

ORDER TIME : 12:58 PM

ORDER NO. : 629757

CUSTOMER NO: 9093A

CUSTOMER: Wanda Honaker, Legal Asst
KORMAN, SCHORR & WAGENHEIM,
P.A.
Suite 400
2101 North Andrews Avenue
Ft. Lauderdale, FL 33311

DOMESTIC FILING

NAME: ENCOMPASS MARINE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUL - 3 1995

FILED
95 JUN 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENCOMPASS MARINE, INC.

FILED
95 JUN 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ENCOMPASS MARINE, INC.

The address of the principal office of this corporation shall be 624 Southwest 24th Street, Ft. Lauderdale, Florida 33315, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Larry Beard Dir.	624 Southwest 24th Street Ft. Lauderdale, Florida 33315
Lynn P. Stork Dir.	118 Bull River Bluff Drive Savannah, Georgia 31410

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Larry Beard
Pres.

624 Southwest 24th Street
Ft. Lauderdale, Florida 33315

Lynn P. Stork
Sec./Treas.

118 Bull River Bluff Drive
Savannah, Georgia 31410

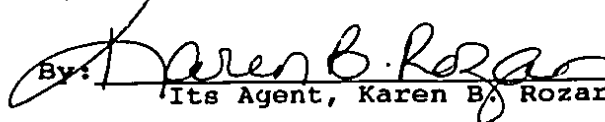
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 30, 1995.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
95 JUN 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:


Its Agent, Karen B. Rozar

TLR/dks

P95000051489

KORMAN, SCHORR & WAGENHEIM
PROFESSIONAL ASSOCIATION

DONALD G. KORMAN
STEPHEN A. SCHORR
RICHARD L. WAGENHEIM
THOMAS S. FUSTIS
BOARD CERTIFIED IN WORKERS' COMPENSATION

SUITE 400
THE DART BUILDING
2101 NORTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33311
TELEPHONE (305) 564-4800
FAX (305) 564-5493

November 3, 1995

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Encompass Marine, Inc.
Document No. P95000051489

500001651675
-12/01/95--01090--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for the above-referenced corporation. Please file same in your records.

Sincerely,

Christa Sherlock

Christa Sherlock
Certified Legal Assistant

\cs

Enclosure

RECEIVED
95 NOV -6 PM 3:38
DIVISION OF CORPORATIONS

SH NOV 29 1995

RA Change

95 NOV 27 PM 4:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1995

Christa Sherlock
Korman, Schorr & Wagenheim
2101 N. Andrews Ave., Suite 400
Ft. Lauderdale, FL 33311

SUBJECT: ENCOMPASS MARINE, INC.
Ref. Number: P95000051489

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to change the registered agent is \$35.

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

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 195A00050276

RECEIVED
NOV 27 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
KORMAN, SCHORR & WAGENHEIM
PROFESSIONAL ASSOCIATION

DONALD G. KORMAN
STEPHEN A. SCHORR
RICHARD L. WAGENHEIM
THOMAS S. EUSTIS
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THE DART BUILDING
2101 NORTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (305) 564-4800
FAX (305) 564-5493

November 22, 1995

Mr. Stephen Harris
Office of the Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Encompass Marine, Inc.
Document No. P95000051489

Dear Mr. Harris:

Pursuant to your letter of November 13, 1995 (copy enclosed) you will find herewith our check in the amount of \$35.00 as payment of your fee to change the registered agent of the above-referenced corporation.

Sincerely,



Christa Sherlock
Certified Legal Assistant

\cs

Enclosure

55 NOV 27 PM 4:06
RECEIVED
SECRETARY OF STATE
CORPORATIONS

CHARTER NO: P95000051189
DATE FILED: June 30, 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502 or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: ENCOMPASS MARINE, INC.
2. The name and address of its present registered agent is:

CSC NETWORKS
1201 Hayes Street
Tallahassee, Florida 32301
3. The name and street address to which its registered agent is, to be changed is:

STEPHEN A. SCHORR, ESQUIRE
Korman, Schorr & Wagenheim, P.A.
2101 North Andrews Avenue, Suite 400
Fort Lauderdale, Florida 33311
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an officer of the corporation so authorized by the Board of Directors.


Date: 10-31-95

Signature 

President or Vice President

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Date: 11-3-95


STEPHEN A. SCHORR