

P95000059217

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -1 PM 12:15

22 8/1/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>APK</i>	_____	_____	_____

WALK-IN _____
Will Pick Up *8-1 3000*

RE: Top of The Line

Matter No. 95000059217

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ (1) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX () pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

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TOP OF THE LINE MARINE SERVICES, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: TOP OF THE LINE MARINE SERVICES, INC.

The principal office and mailing address of this Corporation shall be: 1140 South U.S. Hwy. 1, Vero Beach, FL 32962.

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

- A. To engage in marine related services.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

NAME

ADDRESS

Tilford Gross

1025 Castaway Blvd.
Vero Beach, FL 32963

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

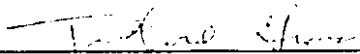
The Corporation designates Tilford Gross as its Resident Agent within the State of Florida, whose registered office is located at the following address:

1140 South U.S. Hwy. 1, Vero Beach, FL 32962

ARTICLE X - INCORPORATOR

The name and address of each incorporator is Tilford Gross of 1025 Castaway Blvd., Vero Beach, FL 32963.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 51 day of July, 1995.



Tilford Gross

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Tilford Gross
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 31st day of July, 1995, by Tilford Gross, who is personally known.

SEAL

Carolyn C. Hendren
Notary Public, State of Florida
My Commission Expires:
My Commission Number is:



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WARREN W. DILL

MEMBER OF
FLORIDA BAR
WYOMING BAR
NEBRASKA BAR

1515 U.S. HWY. 1, SUITE 201
SEBASTIAN, FLORIDA 32958
(561) 589-1212
FAX (561) 589-5212

November 27, 1996

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

re: Top Of The Line Marine Services, Inc.

Dear Sir or Madame:

The principle office and mailing address of the above
referenced corporation has changed to the following:

FROM: Top Of The Line Marine Services, Inc.
1140 South U.S. Hwy. 1
Vero Beach, FL 32962

TO: Top Of The Line Marine Services, Inc.
1025 Castaway Blvd.
Vero Beach, FL 32963

Please send me verification of this change.

Very truly yours,

Warren
Warren W. Dill
pjr

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