

SEP 15 1995

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DEPARTMENT OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: MACFARLANE AUSLEY FERGUSON & MC MULLEN

DEPARTMENT OF STATE

111 MADISON ST

STATE OF FLORIDA

PO BOX 1531 SUITE 2300

409 EAST GAINES STREET

TAMPA FL 33602-

33401-6194

TALLAHASSEE, FL 32399

CONTACT: ROSALYN D GIBBS

FAX: (904) 922-4000

PHONE: (813) 273-4261

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TAMPA SHIPBUILDING BARGE COMPANY

FAX AUDIT NUMBER: H95000010350

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/15/1995

TIME REQUESTED: 13:07:42

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077001654

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95 SEP 15 PM 5:09  
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95 SEP 15 PM 5:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H-95-10350

**ARTICLES OF INCORPORATION  
OF  
TAMPA SHIPBUILDING BARGE COMPANY**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

The name of this corporation is **TAMPA SHIPBUILDING BARGE COMPANY**, and the principal place of business will be 111 E. Madison Street, Suite 2300, Tampa, FL. 33602.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**

**BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

Nathan B. Simpson, Esq. #105880  
Macfarlane Ausley Ferguson & McMullen  
111 E. Madison Street - Suite 2300  
Tampa, Florida 33602 (813) 273-4337

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# ARTICLE IV

## AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

# ARTICLE V

## INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 E. Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is Nathan B. Simpson, Esq.

# ARTICLE VI

## BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

Nathan B. Simpson, 111 Madison Street, Suite 2300, Tampa, FL 33602

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

H-95-10350

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

#### ARTICLE VII

##### OFFICERS

- A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.
- D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

President,	Nathan B. Simpson
Secretary and	111 Madison Street - Suite 2300
Treasurer:	Tampa, Florida 33602

#### ARTICLE VIII

##### INCORPORATOR

The name and street address of the person signing these Articles is:

H-95-10350

Nathan B. Simpson, Esq., #105880  
111 E. Madison Street - Suite 2300  
Tampa, Florida 33602

## ARTICLE IX

INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

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(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1993) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1993) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

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(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

## ARTICLE X

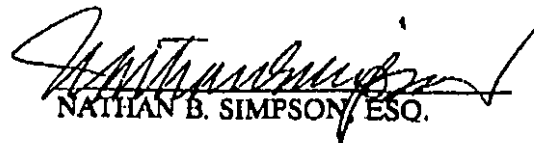
MISCELLANEOUSA. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of September, 1995.




NATHAN B. SIMPSON, ESQ.

H-95-10350

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of **TAMPA SHIPBUILDING BARGE COMPANY** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

  
NATHAN B. SIMPSON  
Registered Agent

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95 SEP 15 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



7/9/96

FLORIDA DIVISION OF CORPORATIONS  
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((H9600009482))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: MACFARLANE FERGUSON & MCMULLEN  
111 MADISON ST  
PO BOX 1531 SUITE 2300  
TAMPA FL 33602-

CONTACT: ROSALYN D GIBBS  
PHONE: (813) 273-4261  
FAX: (813) 273-4396

((H96000009482))

DOCUMENT TYPE: REGISTERED AGENT RESIGNATION  
NAME: TAMPA SHIPBUILDING BARGE COMPANY

FAX AUDIT NUMBER: H96000009482

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/09/1996

TIME REQUESTED: 12:46:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$140.00

ACCOUNT NUMBER: 076077001654

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*Chances  
Linda*

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96 JUL -9 PM 4:11

RECEIVED

**FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE**

## RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Nathan B. Simpson

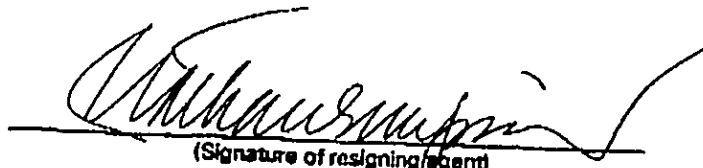
(Name of registered agent)

hereby resigns as Registered Agent for Tampa Shipbuilding Barge Company

(Name of corporation)

Document Number P95000071599

A copy of this resignation was mailed to the above listed corporation at its last known address.  
The agency is terminated and the office discontinued on the 31st day after the date on which  
this statement is filed.



(Signature of resigning agent)

NATHAN B. SIMPSON

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

James W. Goodwin, Esq., #375519  
Macfarlane Ferguson & McMullen  
P.O. Box 1531  
Tampa, FL 33602 (813) 273-4337

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TALLAHASSEE, FLORIDA



**DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314**



FLORIDA DEPARTMENT OF STATE

Sandra L. Northan  
Secretary of State

P95000071599

August 21, 1996

TAMPA SHIPBUILDING BARGE COMPANY  
111 E. MADISON STREET  
SUITE 2300  
TAMPA, FL 33602

SUBJECT: TAMPA SHIPBUILDING BARGE COMPANY  
Ref. Number: P95000071599

Our records indicate the registered agent for the above named corporation resigned on July 9, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain  
Corporate Specialist



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 28, 1996

**TAMPA SHIPBUILDING BARGE COMPANY**  
**111 E. MADISON STREET**  
**SUITE 2300**  
**TAMPA, FL 33602**

**SUBJECT: TAMPA SHIPBUILDING BARGE COMPANY**

Document #: P95000071599

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist  
Amendment Section  
Division of Corporations

Letter Number: 796A00049523

# State of Florida



Department of State

## CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which require 60 days notice of a proposed dissolution, have been met for TAMPA SHIPBUILDING BARGE COMPANY, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of October 28, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000071599.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-eighth day of October, 1996



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State