

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9172 FAX

800-342-8086



77600009870

ACCOUNT NO. : 072100000032

REFERENCE : 826194 10316A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 31, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 826194

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant  
SIDNEY BRODIE, ESQ

Penthouse 1  
7270 N.w. 12th Street  
Miami, FL 33126

RECEIVED  
JAN 31 1996  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: OVERSEAS NAUTICAL SUPPLIERS,  
INC.

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 JAN 31 AM 11: 56  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
96 JAN 31 PM 3: 03

T. BROWN JAN 31 1996

**ARTICLE OF CORPORATION**

**OE**

OVERSEAS NAUTICAL SUPPLIERS, INC.

**ARTICLE I - NAME**

The name of this corporation is  
OVERSEAS NAUTICAL SUPPLIERS, INC.  
10360 SW 37TH STREET  
MIAMI, FLORIDA 33165

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street of the initial registered office of this

FILED  
96 JAN 31 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corporation is 10360 SW 37TH STREET, Ph-I, Miami, Florida 33165 and the name of the initial registered agent of this corporation at that address is Alejandro Rizo.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Alejandro Rizo	10360 SW 37th Street Miami, Florida 33165
Carlos E. Dominguez	10360 SW 37th Street Miami, Florida 33165

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing theses articles is: Alejandro Rizo, 10360 SW 37th Street, Miami, Florida 33165.

#### **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Alejandro Rizo	50
Carlos E. Dominguez	50

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and

this corporation.

#### **ARTICLE XII - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

#### **ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### **ARTICLE XIV - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XVI - INITIAL DIRECTORS**

The name and street address of the member of the first Board of Director is:

Alejandro Rizo	10360 SW 37th Street, Miami, Florida 33165
C a r l o s E. Dominguez	" "

#### **ARTICLE XVII - REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office during his term.

**ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE**

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

**ARTICLE XIX - DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

**ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XXI - REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

**ARTICLE XXII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

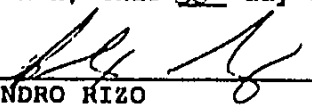
**ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK**

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

**ARTICLE XXIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

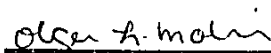
IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 30 day of January, 1996.

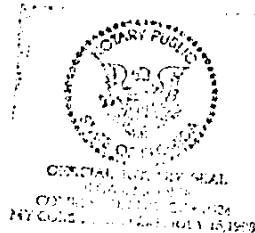
  
\_\_\_\_\_  
ALEJANDRO RIZO  
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30th day of January, 1996, by ALEJANDRO RIZO, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of January, 1996.

  
\_\_\_\_\_  
NAME: OLGA L. MOLINA  
NOTARY PUBLIC-STATE OF FLORIDA  
MY COMMISSIONS EXPIRES:



STATE OF FLORIDA  
DEPARTMENT OF STATE

96 JAN 31 PM 3:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING OFFICERS UPON WHOM PROCESS MAY BE  
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND  
DIRECTORS

The following is submitted, in compliance with Chapter  
48.091 Florida Statutes: OVERSEAS NAUTICAL SUPPLIERS, INC., a  
corporation organized (or organizing) under the laws of the State  
of Florida with its principal office at 10360 SW 37TH STREET,  
MIAMI, FLORIDA 33165, has named ALEJANDRO RIZO, located at 10360 SW  
37TH STREET, MIAMI, FLORIDA 33165 as its agent to accept service of  
process within this state.

OFFICERS

NAME	TITLE	SPECIFIC ADDRESS
ALEJANDRO RIZO	PRESIDENT	10360 SW 37TH STREET Miami, Florida 33165
CARLOS E. DOMINGUEZ	VICE-PRESIDENT	10360 SW 37TH STREET MIAMI, FLORIDA 33165

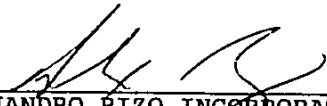
DIRECTORS

NAME	SPECIFIC ADDRESS
ALEJANDRO RIZO	10360 SW 37TH STREET Miami, Florida 33165
CARLOS E. DOMINGUEZ	Same as Above

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to  
keep office open during prescribed hours; to post my name (and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by Law.

Filing Fee: \$122.50

  
ALEJANDRO RIZO, INCORPORATOR