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LEGAL & FINANCIAL SERVICES

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TALLAHASSEE, FL 32301  
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RECEIVED  
9 JAN 1 AM '96 IT  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 826150 4327828

AUTHORIZATION :

*Patricia P. Piggott*

COST LIMIT : \$ 122.50

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ORDER DATE : January 31, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 826150

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PROFESSIONAL SERVICES

CUSTOMER NO: 4327828

CUSTOMER: Warren D. Hayes, Sr., Esq  
ALLEY, MAASS, ROGERS &  
LINDSAY, P.A.  
321 Royal Poincianna Pl.

Palm Beach, FL 33480

EFFECTIVE DATE  
JAN 30 1996

-----  
DOMESTIC FILING

NAME: TIEGRESS MARINE, INC.

FILED  
96 JAN 31 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS: T. BROWN JAN 31 1996

EFFECTIVE DATE  
JAN 30 1996

ARTICLES OF INCORPORATION  
OF  
TIEGRESS MARINE, INC.

96 JAN 31 PM 3:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Tiegress Marine, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 VI - Principal Office; Mailing Address

The mailing address of this corporation is:

757 S.E. 17th Street, Suite 448  
Ft. Lauderdale, FL 33316

### Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

### Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Frederick M. Spiegel  
3206 Gables Drive  
Atlanta, GA 30319

### Article IX - Incorporator

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

Warren D. Hayes, Sr.  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480.

### Article X - Indemnification

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

### Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

### Article XII - 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 subscriber has executed these Articles of Incorporation this 30th day of January, 1996.

Warren D. Hayes Sr.  
Warren D. Hayes, Sr.

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )  
ss:

The foregoing was acknowledged before me this 30th day of January, 1996, by Warren D. Hayes, Sr., who is personally known to me.



Constance M. Carlton  
MY COMMISSION # CC502045 EXPIRES  
October 28, 1999  
BONDED THRU TROY PAIN INSURANCE, INC.

Constance M. Cutler  
Signature of Person Taking  
Acknowledgment

**Signature of Person Taking  
Acknowledgment**

CONSTANTIN. CARICOM

Name typed, printed or stamped

**Title or Rank:**

51217WHAYES

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Warren D. Hayes, Sr.  
Warren D. Hayes, Sr.

FILED  
96 JAN 31 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**ALLEY, MAASS, ROGERS & LINDSAY, P.A.**

381 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 491

DALE BEACH, FLORIDA 33449-0491

RAYMOND C. ALLEY (1883-1978)  
WILFRED G. MAASS (OF COUNSEL)  
WILLIAM ROGERS  
ROBERT COOPER  
JOHN D. LEWIS  
KEVIN M. NIGHT, JR.  
DAVID D. OAKES  
WILLIAM A. O'NEIL  
LOUIS L. RAMSEY  
ROBB R. RAMSEY  
M. TIMOTHY RAY  
KURT E. ROSENSTEIN  
MICHAEL L. DUFFY  
WARREN D. HAYES, SR.  
GENE D. LIPSBACHER

FLORIDA OFFICE  
1000 BISCAYNE BOULEVARD  
SUITE 1000  
MIAMI, FLORIDA 33132  
(305) 767-0816  
FACSIMILE (305) 761-7644

September 26, 1996

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

400001960104  
-09/30/96--01058-008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Tiegress Marine, Inc. -- Articles of Dissolution

Dear Sir or Madam:

Enclosed please find the following for voluntary dissolution of Tiegress Marine, Inc.:

1. Original Articles of Dissolution;
2. Original Written Consent of Sole Shareholder; and
3. Check for the filing fee of \$35.00.

Please file the articles of dissolution on behalf of the company.

Thank you,

*Warren S. Hayes, Sr.*  
WARREN D. HAYES, SR.

96 SEP 30 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
DEB  
FILED

Enclosures

ARTICLES OF DISSOLUTION  
OF  
TIEGRESS MARINE, INC.

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee \$35.00

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, Gulf Charters, Inc. (the "Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Tiegress Marine, Inc.
2. The Corporation elected to dissolve by unanimous written consent of its shareholders on Sept. 17, 1996. The number cast for dissolution was sufficient for approval.

DATE: September 17, 1996

Tiegress Marine, Inc.  
By:   
Frederick M. Spiegel, President  
TALLAHASSEE, FLORIDA  
95-SS-230 AM 10:00

STATE OF Florida )  
COUNTY OF Palm Beach )  
ss:

The foregoing was acknowledged before me this 17<sup>th</sup> day of September, 1996, by Frederick M. Spiegel, President of Tiegress Marine, Inc., a Florida corporation, on behalf of the corporation. He is personally known me or produced \_\_\_\_\_ as identification.

  
Signature of Person Taking  
Acknowledgment

Name typed, printed or stamped  
Title: \_\_\_\_\_  
Serial Number: \_\_\_\_\_



WARNEN D HAYES SR  
My Commission #0446798  
Expires Mar. 07, 1999  
Bonded by HHS  
800-425-1999

**WRITTEN CONSENT OF SOLE SHAREHOLDER  
OF TIEGRESS MARINE, INC., A FLORIDA CORPORATION,  
IN LIEU OF A SPECIAL MEETING**

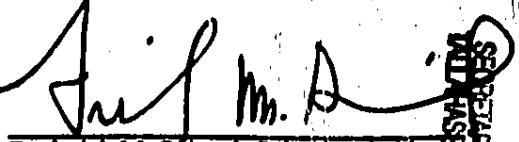
The undersigned, being the sole shareholder of Tiegress Marine, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions by consent in lieu of holding a special meeting, pursuant to the terms of Sections 607.0704 and 607.1402 of the Florida Business Corporation Act:

**RESOLVED**, that the Corporation be voluntarily dissolved;

**RESOLVED**, that the appropriate officers of the Corporation are authorized and directed to take all steps necessary or appropriate to carry out the intent of this resolution, including, but not limited to, ceasing the business operations of the Corporation, except insofar as may be necessary for the winding up thereof, and to mail notice of intent to dissolve to all known creditors of and claimants against the Corporation.

DATE:

9/12/96

  
Frederick M. Spiegel, Sole Shareholder

SECRETARY OF STATE  
FLORIDA

96 SEP 30 AM 10: 00

APPROVED  
AND  
FILED