

(SAMPLE LETTER OF TRANSMITTAL)

P96000017172

February 21, 1996

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

Re: SUNCOAST MARITIME, INC. Inc.
(name of corporation)

FILED
96 FEB 22 AM 9 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

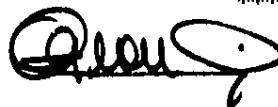
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

700001725467
-02/27/96--01100--004
***122.50 ***122.50



LUCIANO GIANTI
(individual's name)

SUNCOAST MARITIME, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
801 West Bay Drive, Suite 712		
Largo, Florida 34640		
PHONE		
(813)	588-4439	
Area Code	Number	Ext.

RECEIVED
96 FEB 22 AM 8 58
DIVISION OF CORPORATIONS

Hand
2-23-96

ARTICLES OF INCORPORATION

of
Suncoast Maritime Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Suncoast Maritime Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Luciano Giani</u>		
ADDRESS	<u>801 West Bay Drive, Suite 712</u>		
CITY	<u>Largo</u>	FLORIDA	ZIP <u>34640</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Luciano Giani</u>		
ADDRESS	<u>801 West Bay Drive, Suite 712</u>		
CITY	<u>Largo</u>	FLORIDA	ZIP <u>34640</u>

ARTICLE VI - 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Bryan Wallace</u>		
ADDRESS	<u>801 West Bay Drive Suite 712</u>		
CITY	<u>Largo</u>	STATE <u>FL</u>	ZIP <u>34640</u>
NAME	<u>Nadine Giani</u>		
ADDRESS	<u>801 West Bay Drive (FL) Suite 712</u>		
CITY	<u>Largo</u>	STATE <u>FL</u>	ZIP <u>34640</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Luciano Giani		
ADDRESS	501 West Bay Drive, Suite 712		
CITY	STATE	ZIP	
Largo	FLORIDA	34640	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21
day of Feb, 19 96.

STATE OF FLORIDA
County of Pinellas
2-21-96

Claire M. Paulsen

[Signature] (Seal)
N/A (Seal)
N/A (Seal)



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Suncoast Maritime Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 801 West Bay Drive, Suite 712
Largo FLORIDA 34640

has named Luciano Giani

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P96000017172

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: SUNCOAST MARITIME, INC. EIN or SS#: _____

Address: 801 WEST BAY DRIVE, SUITE 712
LARGO, FLA 34640

Amount: \$35.00 Date Paid 2 27 96

Reason for claim: Decided not to file amendment. Document number P96000017172
Carol Mustain/amend

Certified true and correct this _____ day of _____, 19 _____.

Signature see attached sheet

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>35.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the fund deposited on State Treasurer's Receipt No. <u>01010-017</u> dated <u>2 27 96</u>	
Name of Account	<u>45202130001453000000000110000</u>
Statutory Authority for Collection	<u>607 0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State Division of Corporations (Agency)	(Authorized Signature and Title)

SUNCOAST MARITIME, INC.

801 West Bay Drive, Suite 712
Largo, Florida 34640 U.S.A.

Phone: 813-588-4439/588-2639
Fax: 813-588-4538/581-0408
Telex: 189185

March 12, 1996

Secretary of State, State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Suncoast Maritime, Inc. P69000017172

Dear Sir or Madam:

I refer to your letter of February 29 noting my check is deposited in the amount of \$35.00 (check number 1090 dated February 23, 1996) which was sent to your office with a request for an amendment to the above corporation. As your letter states it is not possible to amend the incorporator(s), and therefore my request cannot be filed.

Kindly return my amount of \$35.00 since there will be no amendment to the corporation.

Thank you.

Nadine M. Gianl
Nadine M. Gianl

RECEIVED

96 MAR 14 AM 8:27

DIVISION OF CORPORATIONS

February 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700001724587
-02/27/96--0100--017
*****35.00 *****35.00

RE: Suncoast Maritime Inc.

Dear Sir or Madam:

Please be advised that the Incorporation papers for Suncoast Maritime, Inc., should be amended to read as enclosed, and that the correct registered agent is:

Name: Nadine M. Giani
Mailing Address: 801 West Bay Drive, Suite 712
Largo, Florida 34640
Phone: (813) 588-4439

Articles VII - Incorporators shall state:

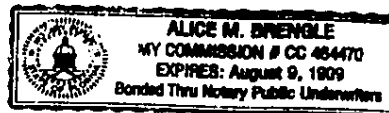
Name: Nadine M. Giani
801 West Bay Drive, Suite 712
Largo, FL 34640

Thank you for correcting the above documents.

Yours truly


LUCIANO GIANI

State of Florida
County of Pinellas



The foregoing instrument was acknowledged before me this February 23, 1996 by Luciano Giani, who has produced Florida Driver's License as identification.


Notary Public



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 29, 1986

SUNCOAST MARITIME INC
801 W. BAY DRIVE, SUITE 712
LARGO, FL 34640

SUBJECT: SUNCOAST MARITIME INC.
Ref. Number: P96000017172

We have received your document for SUNCOAST MARITIME INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please entitle your document Articles of Amendment.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 696A00009011