

# S. JOSEPH PIAZZA, LL.M., P.A.

S. Joseph Piazza  
Attorney at Law  
Tax Attorney  
Board Certified by the Florida Bar

P96000029234

March 25, 1996

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-03/28/96--01002--015  
\*\*\*122.50 \*\*\*122.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation  
Bareboat Charters, Inc.

To Whom It May Concern:

Enclosed are the following:

1. Original and one copy of Articles of Incorporation for the above named corporation.
2. This firm's check for \$122.50.

Please file the articles and return a certified copy to the address reflected on this stationary.

Sincerely,

  
S. Joseph Piazza

P4/Bareboat.1tr

FILED  
95 MAR 28 PM 6:37  
TALLAHASSEE, FLORIDA

F. CHESSEB APR 3 1996

ARTICLES OF INCORPORATION  
OF  
BAREBOAT CHARTERS, INC.

FILED  
JAN 23 1963  
CLERK OF COURT  
JAN 23 1963

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation shall be BAREBOAT CHARTERS, INC.

ARTICLE II  
DURATION

The Corporation shall exist perpetually until dissolved according to law.

ARTICLE III  
NATURE OF BUSINESS

This Corporation has been formed for the specific purpose of owning and bareboat chartering one or more vessel designed for operation on navigable waters. In addition to the forgoing, this corporation may transact any or all lawful business for which corporations may be incorporated pursuant to the laws of the state of Florida.

ARTICLE IV  
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7500 shares of Common Stock having a par value of \$ 1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT  
PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation in the State of Florida shall be:

5 Broadway Court  
Orlando, Florida 32803

The name of the initial registered agent of this Corporation at that address shall be:

S. JOSEPH PIAZZA

ARTICLE VI  
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII  
DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

S. JOSEPH PIAZZA  
5 Broadway Court  
Orlando, Florida 32803

ARTICLE VIII  
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

S. JOSEPH PIAZZA  
5 Broadway Court  
Orlando, Florida 32803

ARTICLE IX  
PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles or incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the

corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE X SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

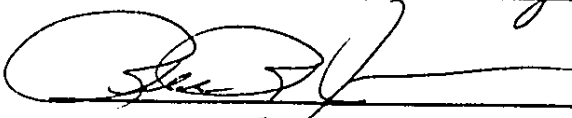
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida for the uses and purposes aforesaid, this 25<sup>th</sup> day of March, 1996.

  
S. JOSEPH PIAZZA  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared S. JOSEPH PIAZZA, to me well known to be the person described above or who produced \_\_\_\_\_, as identification and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Florida this 25<sup>th</sup> day of May 1996.

  
Reida R. Johnson  
(Print Name)

Notary Public, State of Florida  
at Large  
My Commission Expires: \_\_\_\_\_



Reida R. Johnson  
MY COMMISSION # CC514034 EXPIRES  
March 17, 2000  
BONDED THIRD TROY FARM INSURANCE, INC.



Reida R. Johnson  
MY COMMISSION # CC514034 EXPIRES  
March 17, 2000  
BONDED THIRD TROY FARM INSURANCE, INC.

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
BAREBOAT CHARTERS, INC.

Pursuant to Florida Statutes, BAREBOAT CHARTERS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orlando, Florida, has named S. Joseph Piazza located thereat as its registered agent to accept service of process within this state.

By: 

S. JOSEPH PIAZZA  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, the undersigned hereby accepts and agrees to act in this capacity, and agrees to comply with the laws of Florida applicable thereto.

  
S. JOSEPH PIAZZA

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FILED  
MAR 28 PM 6:37  
CLERK OF DISTRICT COURT  
ALBUQUERQUE, FLORIDA