

SENT BY: CARLTON, FIELDS

14 0-00 110:00AM

CARLTON, FIELDS

*196000030928*

4/09/96

FLORIDA DIVISION OF CORPORATIONS

10:18 AM

((H96000005008))

TELEPHONE FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: CARLTON, FIELDS OF ST. PETERSBURG  
1 PROGRESS PLAZA, BARNETT TOWER  
SUITE 2300  
ST. PETERSBURG FL 33701-0000

FAX: (904) 922-4000

CONTACT: ANNE V ELLIS  
PHONE: (813) 821-7000  
FAX: (813) 822-3768

((H96000005008))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRODUCTION NAUTICAL CUTTING, INC.  
FAX AUDIT NUMBER: H96000005008  
DATE REQUESTED: 04/09/1996  
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\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
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FILED  
96 APR -9 PM 2:26  
TALLAHASSEE, FL  
SECRETARY OF STATE

*4/9*

SENT BY: CARLTON FIELDS

4- 8-00 10:34AM

CARLTON FIELDS

1- 2/ 0

**ARTICLES OF INCORPORATION**  
**OF**  
**PRODUCTION NAUTICAL CUTTING, INC.**

FILED  
06 APR 9 11 22  
CLERK OF DISTRICT COURT  
ST. PETERSBURG, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be **PRODUCTION NAUTICAL CUTTING, INC.**

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

This instrument prepared by:  
David R. Punzak, Florida Bar No. 0473170  
Carlton, Fields, Ward, Emmanuel  
Smith & Cutler, P.A.  
Barnett Tower, 20th Floor  
200 Central Avenue  
St. Petersburg, Florida 33701  
Phone (813) 821-7000  
Fax (813) 822-3768

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 10351 72nd Street North, Largo, Florida 34647.

**ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 10351 72nd Street North, Largo, Florida 34647.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

**Section 1.** The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 2000, St. Petersburg, Florida 33701.

**Section 2.** The name of the initial registered agent of the Corporation located at said address shall be DAVID R. PUNZAK.

**ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 100,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1.** The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

**Section 2.** The Initial Board of Directors of the Corporation shall consist of three (3) Directors whose names and addresses are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
WILLIAM R. THOMAS, JR.	10351 72nd Street North Largo, Florida 34647
ROBERT BOLLINE	10351 72nd Street North Largo, Florida 34647
JOHN WESTON	10351 72nd Street North Largo, Florida 34647
NEWT REYNOLDS	10351 72nd Street North Largo, Florida 34647

**Section 3.** The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

**Section 4.** Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE IX - BYLAWS**

**Section 1.** The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

**Section 4.** If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the Incorporators.

#### **ARTICLE XI - INCORPORATOR**

The name and address of the Incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
DAVID R. PUNZAK	200 Central Avenue, Suite 2000 St. Petersburg, Florida 33701

#### **ARTICLE XII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

**Section 1.** Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

**Section 2.** Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive

the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 8th day of April, 1996.

  
\_\_\_\_\_  
DAVID R. PUNZAK, Incorporator



**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 007.0601 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **PRODUCTION NAUTICAL CUTTING, INC.**
2. The name and address of the registered agent and office is: **DAVID R. PUNZAK  
200 Central Avenue, Suite 2000  
St. Petersburg, Florida 33701**

SIGNATURE: \_\_\_\_\_

DAVID R. PUNZAK

TITLE: Incorporator

DATE: April 8, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DAVID R. PUNZAK

DATE: April 8, 1996

P96000030928

1201 HAYS STREET

MIAMI, FL 33137

9/1/96-01

9/1/96-01 PAY

0001428086



PRIME HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 981327 106482A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : June 10, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 981327

CUSTOMER NO: 106482A

200001856662

CUSTOMER: Frank Mendez, Esq  
Frank Mendez, Esq  
4th Floor  
3915 Biscayne Boulevard  
Miami, FL 33137

DOMESTIC AMENDMENT FILING

NAME: PRODUCTION NAUTICAL CUTTING,  
INC.

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 10 AM 11:09

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DIVISION OF CORPORATION

96 JUN 10 AM 11:16

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342

Amend  
4/18



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

June 10, 1996

CSC NETWORKS  
LORI DUNLAP  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: PRODUCTION NAUTICAL CUTTING, INC.  
Ref. Number: P96000030928

We have received your document for PRODUCTION NAUTICAL CUTTING, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 196A00028772

RECEIVED  
96 JUN 18 AM 10:16  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

PRODUCTION NAUTICAL CUTTING, INC.

Pursuant to the provisions of Section 607.1006 Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST: Amendment adopted:**

Article VI: The Registered Agent is now Frank Mendez, Esq., at 3915 Biscayne Blvd., Fourth Floor, Miami, FL 33137.

**SECOND: Amendment adopted:**

Article VII: 1,000 shares of stock authorized at \$1.00.

**THIRD: Amendment adopted:**

Article XIII: The Shareholders of this corporation shall have pre-emptive rights.

**FOURTH: Adoption of Amendment(s):**

X The amendment(s) was/were adopted by the incorporators on May 20, 1996 without shareholder action and shareholder action was not required.

**FIFTH: Acceptance of Registered Agent:**

Frank Mendez, Esq. accepts the position of Registered Agent for the above corporation.

Date: 6/7/96

Frank Mendez, Esq.

Signed this 7<sup>th</sup> day of JUNE, 1996.

Signature: John Westeyn

John Westeyn, as  
Shareholder and President and Incorporator  
(Title)