

KOHL • METZGER • SPOTTS
PROFESSIONAL ASSOCIATION
OF ATTORNEYS

N. DEAN KOHL, JR.
KATHY A. METZGER
MICHAEL K. SPOTTS
WILLIAM R. PONBOLDT, JR.

50 SOUTHEAST KINDRED STREET
STUART, FLORIDA 34994

407 223-0999
FAX 407 223-9000

MAILING ADDRESS:
P.O. Box 2722
STUART, FL 34995-2722

P 96 00 00 434 70
May 13, 1996

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

600001823156
-05/15/96--01116--017
****122.50 ****122.50

RE: Articles of Incorporation
Nautikos, Inc.

Dear Corporate Specialist:

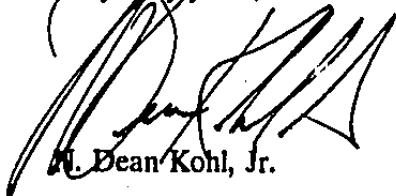
Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned.

Our check in the amount of \$122.50 is enclosed as payment of the following fees:

Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,



N. Dean Kohl, Jr.

NDK/pjs
Enclosures

FILED
96 MAY 15 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. CHESPER MAY 22 1996

ARTICLES OF INCORPORATION

OF

NAUTIKOS, INC

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this Corporation is NAUTIKOS, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The address of the corporation's principal office (or mailing address) is: 321 N. Congress Avenue, Delray Beach, Florida 33445.

ARTICLE III
DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to law.
The effective date of this incorporation shall be upon filing.

ARTICLE IV
PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V
STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX **INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 50 S.E. Kindred Street, Suite 107, Stuart, Florida 34994, and the name of its initial registered agent at that address is N. Dean Kohl, Jr.

ARTICLE X **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 at least one member 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 XI **INCORPORATOR**

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

Name

Street Address

N. Dean Kohl, Jr.

50 S.E. Kindred Street
Suite 107
Stuart, Florida 34994

ARTICLE XII **COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII **BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

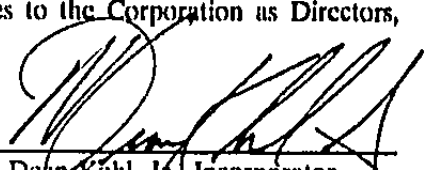
ARTICLE XIV **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XV **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.


N. Dean Kohl, Jr., Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That Nautikos, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 50 S.E. Kindred Street, Suite 107, Stuart, Florida 34994 has named N. Dean Kohl, Jr., located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

By: _____

N. Dean Kohl, Jr.

FILED
96 MAY 15 AM 9:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

P96000043470

NAUTIKOS, INC.
321 North Congress Avenue
Delray Beach, Florida 33445

November 4, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001997972--1
-11/06/96--01071--011
*****35.00 *****35.00

ATTN: Amendment Section

RE: Amendment to Articles of Incorporation
of Nautikos, Inc.
Document Number: P96000043470

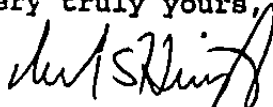
To Whom It May Concern:

Enclosed herein is an Amendment to the Articles of Incorporation of Nautikos, Inc. incorporated on May 15, 1996, along with a check in the amount of \$35.00 for the filing fee.

Please adjust your records accordingly to include the Amendment. In addition, please send the undersigned a stamped copy of the Amendment for our records.

Thanking you in advance for your assistance in this matter

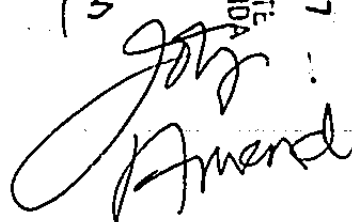
Very truly yours,


RICHARD HARRINGTON
Vice President/Secretary

RH/eh
Encl.

NAUTIKOS, INC.
321 N. Congress Avenue
Suite 5
Delray Beach, FL 33445

FILED
96 DEC -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/3

Amend



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1996

NAUTIKOS, INC.
321 NORTH CONGRESS AVENUE
DELRAY BEACH, FL 33445

SUBJECT: NAUTIKOS, INC.
Ref. Number: P96000043470

We have received your document for NAUTIKOS, 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.

The document must state who the amendments were adopted by. The following paragraphs set forth acceptable modes of adoption. If the amendments were adopted by the directors or incorporator without shareholder approval, then the document must be signed by a director or incorporator as the case may be.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 796A00052769

NAUTIKOS, INC.

321 N. CONGRESS AVENUE, SUITE 5 • DELRAY BEACH, FL 33445 • (407) 265-1916

November 27, 1996

Joy Moon-French
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ref. Number: P96000043470

Dear Ms. Joy Moon-French:

As per our telephone conversation, enclosed herein are the changes you requested to the Articles of Amendment to the Articles of Incorporation of Nautikos, Inc.

If you should require any further information please contact me at 305-913-7025.

Thank you for your attention to this matter.

Sincerely yours,



Richard Harrington

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF NAUTIKOS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT to a meeting held by the Board of Directors on October 26, 1996, a motion was duly made and it was unanimously agreed to amend the Articles of Incorporation of Nautikos, Inc. to include a new Officers and Directors provision. Shares have not been issued, therefore shareholder action was not required.

WHEREFORE, the following article should be included as part of said Articles of Incorporation:

ARTICLE XVI
OFFICERS AND DIRECTORS

This corporation shall have two (2) Directors initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The names and titles of the initial directors of this corporation are as follows:

NAME

TITLE

LAURA CHIPPAS
321 N. Congress Avenue
Delray Beach, FL 33445

President/Treasurer

RICHARD HARRINGTON
321 N. Congress Avenue
Delray Beach, FL 33445


Vice President/Secretary

The effective date of this Amendment to Articles of Incorporation shall be as of the date of filing.

In all other respects, the Articles of Incorporation as previously filed are herewith ratified, affirmed and approved as reinstated herein haec verba.

IN WITNESS WHEREOF, said corporation has caused these present to be signed in its name by its Directors.

Dated this 27th day of November, 1996.


LAURA CHIPPAS, DIRECTOR


RICHARD HARRINGTON, DIRECTOR

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared LAURA CHIPPAS and RICHARD HARRINGTON known to me or who produced personally known as identification and who executed the foregoing Amendment to Articles of Incorporation of NAUTIKOS, INC. and they acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 27th day of November, 1996.


NOTARY PUBLIC, STATE OF
FLORIDA

My Commission Expires:

Marc S. Schiller
PRINTED NAME



MARC S SCHILLER
My Commission CC524386
Expires Jan. 11, 2000