

P96000049901

JEFFREY C. PETERSON  
ATTORNEY AT LAW

JEFFREY C. PETERSON:

PLEASE REPLY TO:

Mayport

MAYPORT  
2550 MAYPORT RD., SUITE 0  
ATLANTIC BEACH, FL 32233  
(904) 241-2151

WESTBIDCO  
1111 103rd STREET, SUITE 0  
JACKSONVILLE, FLORIDA 32210  
(904) 771-0412

FILED  
JUN 5 1996  
STATE  
JACKSONVILLE, FLORIDA

May 23, 1996

Corporate Records Bureau,  
Division of Corporations,  
Department of State,  
P.O. Box 6327,  
Tallahassee, Fl., 32301

600001844106  
-05/30/96--01031--018  
\*\*\*\*112.50 \*\*\*\*112.50

re: Offshore Marine Components, Inc.

Dear Sirs,

Enclosed please find an original and duplicate copy of  
the Articles of Incorporation for the above proposed corporation.

Please endorse your approval of the Articles in the  
usual manner. My check for the costs of \$112.50 is enclosed.

Yours sincerely,

Jeffrey C. Peterson

JCP.jp  
encs.

6096-11751

A 0423001

JUN 12 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

June 4, 1996

JEFFREY C. PETERSON, ESQ.  
2550 MAYPORT ROAD, SUITE 6  
ATLANTIC BEACH, FL 32233

SUBJECT: OFFSHORE MARINE COMPONENTS, INC.  
Ref. Number: W96000011751

We have received your document for OFFSHORE MARINE COMPONENTS, INC. and your check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 396A00027830

FILED

95 JUN 11 PM 5:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
OFFSHORE MARINE COMPONENTS, INC.,

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is Offshore Marine Components, Inc.,

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$500.00.

ARTICLE SIX

The mailing address of the initial registered office of the

Corporation is 1715 Hodges Blvd., # 507, Jacksonville, Florida, 32224. The business address of the corporation is 40 West 6th Street, Atlantic Beach, Fl., 32233. The name of the initial registered agent at such address is, JOHN BARKER, residential address 2448<sup>3</sup>, Seaway Court, Atlantic Beach, Florida, 32233. who states:

I am hereby familiar with and accept the duties and responsibility as registered agent for said corporation John V. Barker

ARTICLE SEVEN  
Directors

The number of Directors of this Corporation shall not be less than one (1), nor more than three (3), but the number of such directors shall be subject to change as the By-laws of this Corporation may, from time to time, provide.

The name and street address of the initial director of this Corporation, who shall hold office for the first year or until successors are elected and have qualified shall be:

<u>Name</u>	<u>Address</u>
MICHAEL FRANCIS McGEE	1715 Hodges Blvd., # 507, Jacksonville, Fl., 32224

ARTICLE EIGHT  
Incorporator

The name and address of the incorporator is JEFFREY C. PETERSON, 2550 Mayport Road, # 6, Atlantic Beach, Fl., 32233.

ARTICLE NINE  
Commencement of existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN  
Amendment

This certificate of incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

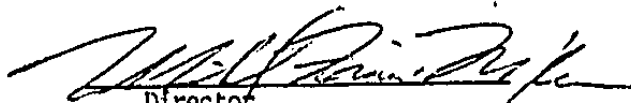
ARTICLE ELEVEN  
Informal Shareholder Actions

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE TWELVE  
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pays for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating prices, terms and conditions of the issued shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and  
and acknowledge the foregoing Certificate of Incorporation, this 22 day of  
May, 1996.

  
Director

  
Incorporator

FILED  
96 JUN 11 PM 5:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

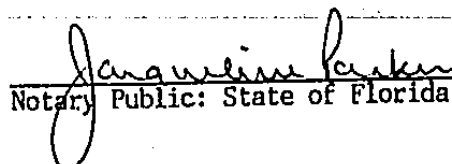
STATE OF FLORIDA  
COUNTY OF DUVAL

On this 22 day of May, 1996, before me the undersigned officer, personally appeared Mr. FRANK Mc GHEE known to me to be the person whose name is subscribed to the within instrument, and who produced identification or is personally known Fr. J. M. 20034663 3260 and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jacqueline Parker  
MY COMMISSION # C0523029 EXPIRES  
January 12, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

  
Notary Public: State of Florida

P96000049901



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

June 12, 1996

JEFFREY C. PETERSON, ESQ.  
2550 MAYPORT ROAD, SUITE 6  
ATLANTIC BEACH, FL 32233

SUBJECT: OFFSHORE MARINE COMPONENTS, INC.  
Ref. Number: P96000049901

000001868540  
-06/20/96--01005--019  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

The Articles of Incorporation for OFFSHORE MARINE COMPONENTS, INC. were filed on June 11, 1996, and assigned document number P96000049901. Please refer to this number whenever corresponding with this office.

However, your check for \$112.50 was not sufficient to cover the filing fees and the cost of a certified copy. Therefore, your request could not be completed.

If you will return a check in the amount of \$10.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

A corporation annual report will be due this office between January 1 and May 1 of next year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,  
Freida Chesser  
Corporate Specialist  
New Filings Section  
Division of Corporations

Letter Number: 996A00029182

*Certified  
Copy  
Mailed 6-18-96-JC*

*487  
6032 (OPT. 2)*