

8/09/96

FLORIDA DIVISION OF CORPORATIONS

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((H96000011100)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PASSAGE MARINE, INC.

FAX AUDIT NUMBER: H96000011100

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96 AUG 13 PM 4: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EMPIRE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PASSAGE MARINE, INC.
REF: W96000016728

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered agent must be at a Florida street address.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000011100
Letter Number: 496A00038182

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PASSAGE MARINE, INC.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

PASSAGE MARINE, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**6363 N.W. 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33309**

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (1.00)** per share.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**GERALD F. BELCHER
P.O. BOX 273294
BOCA RATON, FL 33427-3294**

ARTICLE V. INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
**GERALD F. BELCHER
P.O. BOX 273294
BOCA RATON, FL 33427-3294**

These Articles of Incorporation Prepared By:
**Richard W. Denn, P.A.
6363 N.W. 6 Way Suite 210
Ft. Lauderdale, FL 33309
(954) 776-1001
Florida Bar Number 362263**

Call 10009677

Call 10009677

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

**GERALD F. BELCHER
6363 N.W. 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33309**

The undersigned has (have) executed these Articles of Incorporation this date: **AUGUST 9, 1996**

Gerald F. Belcher
GERALD F. BELCHER, Inc. Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- 1. The name of the corporation is: **PASSAGE MARINE, INC.**
- 2. The name and address of the registered agent and office is: **GERALD F. BELCHER
6363 N.W. 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33309**

SIGNATURE *Gerald F. Belcher*
TITLE: **PRESIDENT**

DATE: **AUGUST 9, 1996**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent 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.

Gerald F. Belcher
Registered Agent

AUGUST 9, 1996
Date

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