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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3894

FAX #: (305)541-3770

NAME: TRANSATLANTIC MARINE SURVEYORS, INC.

AUDIT NUMBER.....H96000012581

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
TRANSATLANTIC MARINE SURVEYORS, INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRANSATLANTIC MARINE SURVEYORS, INC.

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ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business which has to do with performing surveys of vessels and any other lawful business whatsoever.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 SHARES, each share having a par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

This Document Prepared By:
Leon R. Margules, Esq.
Entin & Margules P.A. (954)761-7201
200 E. Broward Boulevard - Suite 1210
Ft. Lauderdale, FL 33301
Florida Bar #292877

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ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: W.D.L. Soutar, 6278 N. Federal Highway, Suite 380, Fort Lauderdale, Florida 33308. shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have 2 directors initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

- A. Peter N. Baker
- B. W.D.L. Soutar

ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.

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B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

1. Peter N. Baker, President
2. W.D.L. Soutar, Vice-President
3. Peter N. Baker, Secretary
4. W.D.L. Soutar, Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

A. Peter N. Baker, 6278 N. Federal Highway, Suite 380, Fort Lauderdale Florida 33308.

B. W.D.L. Soutar, 6278 N. Federal Highway, Suite 380, Fort Lauderdale Florida 33308.

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a

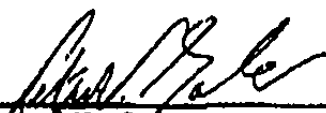
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P.11/24
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written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 6th day of September, 1996.



Peter N. Baker


W.D.L. Soutar

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, personally appeared Peter N. Baker, who is personally known to me or has produced as identification Fla. Drivers Lic # 3260-674-45-371-0 to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 6th day of September, 1996.



Notary Public, State of Florida
At Large

My Commission Expires:



Any Title
MY COMMISSION # 00403944 EXPIRES
September 4, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

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STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, personally appeared W.D.L. SOUTAR, who is personally known to me or has produced as identification FLA Drivers Lic #5560-924-50-418 to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 6th day of September, 1996.



Any Title
MY COMMISSION / COMMISSION EXPIRES
SEPTEMBER 4, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

W.D.L. Soutar
Notary Public, State of Florida
At Large

My Commission Expires:

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

W.D.L. SOUTAR

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