

WALTER G. ARNOLD, P. A.  
ATTORNEY AT LAW

WALTER G. ARNOLD

February 11, 1997

FILED  
SECRETARY OF CORPORATIONS  
91 FEB 13 PM 4:05  
SUITE 2440  
RIVERPLACE TOWER  
1301 RIVERPLACE BOULEVARD  
JACKSONVILLE, FLORIDA 32209  
TELEPHONE (904) 398-5231  
FACSIMILE (904) 398-3189

P97000015203

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

900002086749--6  
-02/13/97--01042--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Ship Spares International, Inc.


Gentlemen:

Enclosed herewith are original and one copy of Certificate of Incorporation of Ship Spares International, Inc. Also enclosed is the designation of acceptance of the Registered Agent.

Enclosed herewith is this firm's check in the sum of \$70.00 in payment of the Articles of Incorporation and the designation of and acceptance by Registered Agent.

If for any reason this Certificate of Incorporation is not acceptable please notify me immediately.

Sincerely yours,

  
WALTER G. ARNOLD

WGA/cmp

Enclosures

2/18

CERTIFICATE OF INCORPORATION  
OF  
SHIP SPARES INTERNATIONAL, INC.

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DIVISION OF CORPORATIONS  
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The undersigned does hereby make, subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name of this Corporation shall be SHIP SPARES INTERNATIONAL, INC. Its address shall be P.O. Box 1162, Ponte Vedra Beach, Florida 32004.

ARTICLE II

GENERAL PURPOSE OF CORPORATION

To engage in all lawful businesses and ventures as allowed under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock, having a par value of \$4.00 per share. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI

REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1301 Riverplace Boulevard, Suite 2440, Jacksonville, Florida 32207. The initial registered Agent of the Corporation shall be WALTER G. ARNOLD, SR.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of:

Walter G. Arnold, Jr.  
P.O. Box 1162  
Ponte Vedra Beach, FL 32004

Kathryn G. Arnold  
P.O. Box 1162  
Ponte Vedra Beach, Fl 32004

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator of this Corporation is WALTER G. ARNOLD, JR., P.O. Box 1162, Ponte Vedra Beach, FL 32004.

ARTICLE IX

RESTRICTION ON SALE OF STOCK

The Corporation shall have the power to include in its Bylaws any regulatory or restrictive provisions relating to the


proposed sale, transfer or other disposition of any of its outstanding stock, by any of its stockholders, or in the event of the death of any of the stockholders. The manner and form, as well as all relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof, unless such provisions shall be plainly written upon the Certificate evidencing the ownership of said stock.

#### ARTICLE X

#### AMENDMENT

This Certificate 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 by the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to the Certificate of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 10 day of February, 1997.

  
WALTER G. ARNOLD, JR.

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me personally appeared WALTER G. ARNOLD, JR., to me well known and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he subscribed to this Certificate of Incorporation.

WITNESS my hand and seal this 10 day of February, 1997.

Janet G. Jettman  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_

Janet G. Jettman  
Notary Public, State of Florida  
My Comm. expires Feb. 11, 2000  
Comm. No. CC510759

STATE OF FLORIDA  
COUNTY OF DUVAL

The undersigned, WALTER G. ARNOLD, SR., hereby agrees to act as registered agent for the above-styled Corporation and accept service for the above-styled Corporation.

Walter G. Arnold Sr.  
WALTER G. ARNOLD, SR., Registered Agent

Sworn to and subscribed before me  
this 10th day of February, 1997.

Angela S. Meyer  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_



ANGELA S. MEYER  
Notary Public, State of Florida  
My Comm. expires Oct. 19, 1999  
Comm. No. CC 503757

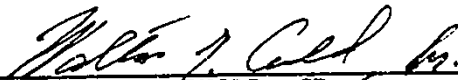
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 13 PM 4:05

CERTIFICATE DESIGNATION, PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED AND ACCEPTANCE  
OF APPOINTMENT AS REGISTERED AGENT FOR SERVICE OF PROCESS

In pursuance of the applicable Florida Statutes, the following is submitted in compliance with the said laws:

That SHIP SPARES INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Certificate of Incorporation at 1301 Riverplace Boulevard, Suite 2440, Jacksonville, Florida 32207, has designated WALTER G. ARNOLD, SR. as its Registered Agent to accept service of process within this state.

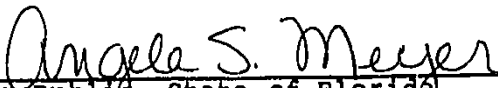
Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of said laws relative to keeping open said office.

  
WALTER G. ARNOLD, SR.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME personally appeared WALTER G. ARNOLD, SR., to me well known and known to me to be the individual in and upon being duly sworn, executed the foregoing instrument and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of February, 1997, at Jacksonville, Duval County, Florida.

  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
My Commission expires: \_\_\_\_\_  
My Commission Number is \_\_\_\_\_



ANGELA S. MEYER  
Notary Public, State of Florida  
My Comm. expires Oct. 19, 1999  
Comm. No. CC 603757