

LAW OFFICES OF
RANDY A. FLEISCHER, P.A.

10000 Stirling Rd.
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March 17, 1997

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

Re: Wayne Payton Marine Service, Inc.

Dear Sir:

Enclosed herewith please find our check payable to your order in the amount shown below and the original and one (1) copy of the Articles of Incorporation. The funds enclosed are as follows:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00
Total:	\$122.50

Please file same and return the certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,


Randy A. Fleischer, Esq.

Enclosures

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-03/20/97--01065--009
****122.50 ****122.50

P. 01-03-97 MAR 25 1997.

ARTICLES OF INCORPORATION
OF
WAYNE PAYTON MARINE SERVICE, INC.

ARTICLE I.
CORPORATE NAME

The name of the corporation is: WAYNE PAYTON MARINE SERVICE, INC.

FILED
97 MAR 20 AM 5 11
TALLAHASSEE, FLORIDA

ARTICLE II.
CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: 921 S.E. 20 St. Box D-7, Ft. Lauderdale Fl 33316.

ARTICLE III.
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$ 1.00	Common

ARTICLE IV.
PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.

INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LAW OFFICE OF RANDY A. FLEISCHER, P.A.,

INITIAL REGISTERED OFFICE: 10000 Stirling Rd..
Suite 1
Cooper City Florida 33024

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Wayne Payton	351 Gulfstream Rd. Dania FL 33004
Patricia Payton	351 Gulfstream Rd. Dania FL 33004

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

INDEMNIFICATION

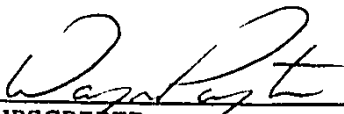
The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 17th day of March 1997.


SUBSCRIBER

STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD (

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared Brian Savitts who is personally known and who did (did not) take an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 17th day of March, 1997.


Notary Public State of Florida
at Large

My commission expires:



RANDY A. FLEISCHER
My Comm Exp. 10/13/97
Bonded By Service Ins
No. CC323252
Personally Known 110610 L.D.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

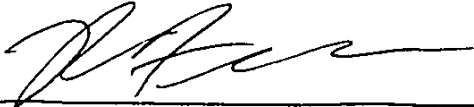
First - - That WAYNE PAYTON MARINE SERVICE, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the articles of incorporation
at City of Ft. Lauderdale, County of Broward, State of
Florida has named Law Offices of Randy A. Fleischer, P.A.
(Registered Agent)
located at 10000 Stirling Rd. Suite 1,
(Street Address and number of building,
Post Office Box address not acceptable)

City of Cooper City, County of Broward,
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
state corporation, at 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.

By


Signature
(resident agent)