

P 970000 74581

A.W. Moates
Requestor's Name

13756 SW 11th St.
Address

Miami FL 33184
City/State/Zip Phone #

Office Use
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
97 AUG 27 PM 4:01
FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #) _____
- 2. _____ (Corporation Name) (Document #) _____
- 3. _____ (Corporation Name) (Document #) 500002272895--5
-08/20/97--01109--008
- 4. _____ (Corporation Name) (Document #) ****122.50 ****122.50

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W97-19430

Examiner's Initials TM-8/21/97
8/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1997

A.W. MOATES
13756 SW 11 ST
MIAMI, FL 33184

SUBJECT: ALL OCEANS SHIP MANAGEMENT, INC.
Ref. Number: W97000019430

We have received your document for ALL OCEANS SHIP MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 297A00042401

*Please find this corrected original.
Also, as per our phone conversation
Please note that the registered agent
page has a handwritten correction,
which is initialed by me and dated.
Thank you for your assistance.
If rejected again please send regular mail
mailto: A.W. moates - 13756 S.W. 11th St.
Miami, Fla 33184*

o, Florida 32314

**ARTICLES OF INCORPORATION
OF**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is; All Oceans Ship Management, Inc.

ARTICLE II NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in the business of providing services to the maritime industry and to do all things necessary and appropriate in the pursuance thereof. To transact any and all lawful business and to exercise all powers authorized by law to corporations in the State of Florida and elsewhere.

ARTICLE III AUTHORIZED SHARES

The Corporation shall be authorized to create and issue five thousand (5,000) shares of Common Stock having a par value of one dollar (\$ 1.00) per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V PRINCIPAL OFFICE ADDRESS

The address of the principal office of this Corporation shall be 8751 N.W. 99th Street Medley, Florida 33178.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be; 8751 N.W. 99th Street Medley, Florida 33178. The name of the initial registered agent of this Corporation at that address shall be; Arthur W. Moates.

ARTICLE VII BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increases or decreased by the shareholder(s) from time to time as provided in the by-laws of the Corporation.

ARTICLE VIII DIRECTOR(S) NAME AND STREET ADDRESS

The name and street address of the first Board of Director(s) who shall hold office until their successor(s) have been duly elected or appointed and have qualified are as follows;

<u>NAME</u>	<u>STREET ADDRESS</u>
Arthur W. Moates	8751 N.W. 99 th Street Medley, Florida 33178

ARTICLE IX INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows;

<u>NAME</u>	<u>STREET ADDRESS</u>
Arthur W. Moates	8751 N.W. 99 th Street Medley, Florida 33178

ARTICLE X SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its' stockholders and directors are adopted as part of these Articles of Incorporation;

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.
3. The original incorporator shall have the right upon its' organization to assign and deliver the subscriptions of stock as set forth in Article VIII to any other person or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and to execution of the necessary instruments of assignments.
4. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract or other transaction of the Corporation with any person or person(s), firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person(s), firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may otherwise be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.
5. The Corporation shall indemnify any and all of its' present and past directors and officers and any person who may have served at its' request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with any defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for

negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-laws, agreement, vote of stockholders or otherwise. Such right of indemnification however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its' members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this paragraph V I, shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this *30th* day of *June* 1997.


Incorporator

STATE OF FLORIDA)
:ss,
COUNTY OF DADE)

Before me personally appeared **Arthur W. Moates**, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this *30th* day of *June* 1997



Notary Public, State of Florida
At large

My commission expires:



ARACELI MATUS - SILVA
Notary Public - State of Florida
My Commission Expires Oct 26, 2000
Commission # CC576335

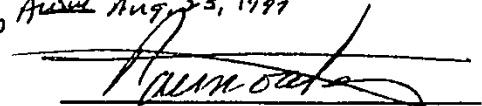
DIVISION OF
TALLAHASSEE, FLORIDA
AFFAIRS

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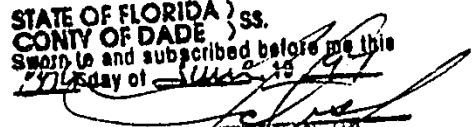
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, All Oceans Ship Management, Inc., having filed its' Article of Incorporation contemporaneously herewith, with its' registered office as indicated therein at 8751 N.W. 99th Street Medley, Florida 33178 has named **Arthur W. Moates**, located thereat as its' registered agent to accept service of process within this state. *The principal office address is the same as that of the registered agent address from August 5, 1997*


Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity and agree to comply with the laws of Florida applicable thereto.


Registered Agent

STATE OF FLORIDA) ss.
COUNTY OF DADE)
Sworn to and subscribed before me this
27th day of August 1997

(Signature of Notary Public - State of Florida)
ARACELI MATUS - SILVA
(Print or Type Commissioned Name of Notary Public)
Personally Known OR Produced Identification
Type of ID Produced *U.S. Passport*

 **ARACELI MATUS - SILVA**
Notary Public - State of Florida
My Commission Expires Oct 26, 2000
Commission # CC576335

COUNTY OF DADE }
STATE OF FLORIDA } SS.

179801

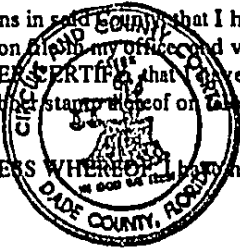
I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY

that Araceli Matus - Silva
by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County, that I have compared the signature of such Notary Public with a specimen of his signature on file in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impression or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this JUN 30 1997 day of 19



HARVEY RUVIN
Clerk Circuit Court,

By [Signature]
Deputy Clerk

COUNTY OF DADE }
STATE OF FLORIDA } SS.

179802

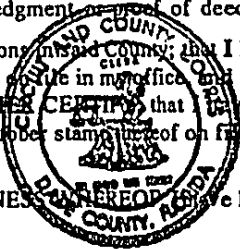
I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY

that Araceli Matus - Silva
by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County, that I have compared the signature of such Notary Public with a specimen of his signature on file in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impression or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this JUN 30 1997 day of 19



HARVEY RUVIN
Clerk Circuit Court,

By [Signature]
Deputy Clerk

COUNTY OF DADE }
STATE OF FLORIDA } SS.

179803

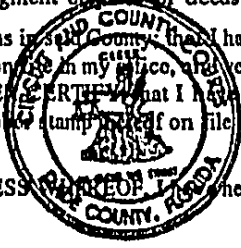
I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY

that Araceli Matus - Silva
by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County, that I have compared the signature of such Notary Public with a specimen of his signature on file in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impression or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this JUN 30 1997 day of 19



HARVEY RUVIN
Clerk Circuit Court,

By [Signature]
Deputy Clerk

COUNTY OF DADE }
STATE OF FLORIDA } SS.

179804

I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY

that Araceli Matus - Silva
by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County, that I have compared the signature of such Notary Public with a specimen of his signature on file in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impression or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be genuine.

