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January 28, 1998

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

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-02/16/98--01008--002  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

In Re: Tampa Bay VIPS, Inc. - Dissolution of Florida Not-for-Profit Corp.  
Tampa Bay VIPS, Inc. - Articles of Incorporation; Stock Redemption  
Agreement

To Whom It May Concern:

Enclosed herein please find the Articles of Dissolution of Tampa Bay VIPS, Inc., a  
Florida Not-for-Profit Corporation, as well as check number 2073 in the amount of  
\$35.00 for the dissolution fee.

Also enclosed are the Articles of Incorporation for Tampa Bay VIPS, Inc. and a Stock  
Redemption Agreement. Check number 2072 in the amount of \$122.50 is enclosed to  
cover the relevant fees.

Should you have any questions, please advise.

Sincerely Yours,

  
PETER SCAGLIONE, JR., ESQUIRE  
PS/bb

Enclosures:

Articles of Dissolution for Tampa Bay VIPS, Inc., a Florida Not-  
for-Profit Corporation; Check # 2073; Articles of Incorporation for  
Tampa Bay VIPS, Inc.; Stock Redemption Agreement; Check  
#2072

*Bonnie will  
send off doc and*

*7098-2352*

RECEIVED  
93 JAN 30 AM 9:19  
DIVISION OF CORPORATIONS

FILED  
98 FEB 13 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Peter Scaglione, Jr.*

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February 11, 1998

Beth Register  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

In Re: Tampa Bay VIPS, Inc., a Florida not-for-profit corporation – Affidavit

Dear Ms. Register:

Enclosed herein please find an Affidavit executed by the President of Tampa Bay VIPS, Inc., a Florida not-for-profit corporation, which states the Articles of Dissolution for the not-for-profit corporation will not be revoked.

Should you have any questions, please feel free to contact our office.

Sincerely Yours,

  
PETER SCAGLIONE, JR., ESQUIRE  
PS/bb


Enclosure: Affidavit (Tampa Bay VIPS, Inc., a not-for-profit corporation)

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared JOHN C. TIMMEL, as President of Tampa Bay VIPS, Inc., a Florida not-for-profit corporation, being duly sworn, deposes and says:

1. That he is President of Tampa Bay VIPS, Inc., a Florida not-for-profit corporation.
2. That he is authorized by resolution of the Board of Directors of the Corporation to dissolve said not-for-profit corporation.
3. That the Board of Directors and Officers of the corporation will not revoke the Articles of Dissolution, dated the 13<sup>th</sup> of January, 1998, of the said corporation.
4. FURTHER AFFIANT SAYETH NOT.

  
John C. Timmel, as President of Tampa  
Bay VIPS, Inc., a Florida not-for-profit  
Corporation

The foregoing was acknowledged before me on this 11<sup>th</sup> day of  
February, 1998, by John C. Timmel, as President of Tampa Bay VIPS, Inc., a  
Florida not-for-profit corporation, who is personally known to me or presented  
FL Dr Lic. # 7540-463-56-018-0 as identification.

  
NOTARY PUBLIC



Name Typed or Stamped, Commission  
Number, Expiration Date

FILED  
98 FEB 13 AM 10:35  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Tampa Bay VIPS, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, both natural person competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be: Tampa Bay VIPS, Inc.. The principal place of business of this Corporation shall be: 1701 Maritime Boulevard, Tampa, Florida 33607.

**ARTICLE II - NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida or any other State, Country, Territory or Nation. The specific purpose of this Corporation's business is to provide maritime consulting services.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE IV - ADDRESS**

The street address of initial registered office of the Corporation shall be: 3013 Hawthorne Road, Tampa, Florida 33611, and the name of the initial Registered Agent of the Corporation at that address is: John C. Timmel.

#### **ARTICLE V - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII - STAT. 1244 PROVISION**

The stock of this Corporation is intended to qualify under the requirements of Statute 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VIII - SUB-CHAPTER "S" PROVISION**

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter "S" corporation.

## **ARTICLE IX - DIRECTORS**

This Corporation shall have 2 directors initially. The names and street addresses of the initial members of the Board of Directors is:

<b>DIRECTOR</b>	<b>ADDRESS</b>
John C. Timmel	3013 Hawthorne Road Tampa, Florida 33611
Michael J. Schiro	4919 Londonderry Drive Tampa, Florida 33647

## **ARTICLE X - OFFICERS**

The names and addresses of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

<b>OFFICE</b>	<b>OFFICER</b>	<b>ADDRESS</b>
President	John C. Timmel	3013 Hawthorne Road Tampa, Florida 33611
Vice-President/Secretary/Treasurer	Michael J. Schiro	4919 Londonderry Drive Tampa, Florida 33647

## **ARTICLE XI - SUBSCRIBER**

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

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES OF COMMON STOCK ISSUED</b>
John C. Timmel	3013 Hawthorne Road Tampa, Florida 33611	10
Michael J. Schiro	4919 Londonderry Drive Tampa, Florida 33647	10

IN WITNESS WHEREOF, the undersigned, John C. Timmel and Michael J. Schiro  
hereunto set their hands and seals on this 23<sup>rd</sup> day of January 1998.

  
John C. Timmel - Subscriber (SEAL)

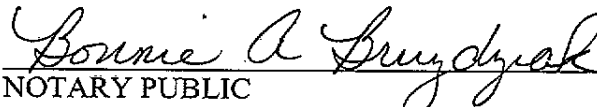
  
Michael J. Schiro - Subscriber (SEAL)

I AM HEREBY familiar with and accept the duties and responsibilities as Registered  
Agent for Tampa Bay VIPS, Inc..

  
John C. Timmel - Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by John C. Timmel who produced a  
Florida Driver's License as identification on this 23<sup>rd</sup> day of January, 1998.  
# T540-463-56-018-0

  
NOTARY PUBLIC



Name Stamped, Commission Number, Expiration Date  
680398

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TALLAHASSEE  
STATE OF FLORIDA  
SECRETARY OF STATE