

P980009222

TRANSMITTAL LETTER

CORPORATIONS DIVISION:

Please file the enclosed articles of incorporation and certificate of designation of registered agent/ office. Enclosed is:

- An original Articles of Incorporation
- One copy of the Articles of Incorporation
- Two copies of the Articles of Incorporation
- An original Certificate of Designation of Registered Agent / Office
- A check or money order in the amount of \$ 131.25

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 ****131.25 ****87.50

Optional services requested:

- No optional services are requested.
- Please provide a *certificate* on incorporation. (\$78.75 fee is enclosed.)
- Please provide a *certified copy* of the articles of incorporation. (An additional copy of the articles and \$122.50 fee are enclosed.)
- Please provide a *certified copy* of the articles of incorporation and *certificate* of incorporation. (An additional copy of the articles and \$131.25 fee are enclosed.)

Corporate name: *Upstill Marine Services, Inc.*

Incorporator's name: *Peter S. Upstill*

address: *1005 State Road 84, Suite 127
Fort Lauderdale, FL 33315*

Daytime phone: *(561) 745-6251*

Please send responses or receipts concerning this filing to the above address. Thank you very much.

Date: *10/26/98 - 10/26/98*

Signature of Incorporator: *Peter S. Upstill*

P. Hall
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Upstill Marine Services, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

*1005 State Road 84, Suite 127
Fort Lauderdale, FL 33315*

Article 3. The corporation is authorized to issue one class of stock, that being shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation. *2 shares*

Article 4. The name and address of the corporation's initial registered agent is:

*Peter S. Upstill
1005 State Road 84, Suite 127, Ft. Lauderdale, FL 33315*

Article 5. The name and street address of the incorporator of this corporation is:

*Peter S. Upstill -
1005 State Road 84, Suite 127, Ft. Lauderdale, FL 33315*

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: *10/26/98*

Name of Incorporator:

Peter S. Upstill - Peter S Upstill

Signature of Incorporator

Peter S Upstill 10/26/98

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

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Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name and address of the corporation's registered agent and registered office is:

Name *Peter S. Upstill*

Street address

*1005 State Road 84
Suite 127
Ft. Lauderdale, FL 33315*

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent: *Peter S Upstill*
Date of signature: *10/26/98*