

P99000005127

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****78.75 *****78.75

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

1. American Marine of South Florida, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/20

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" 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

DIVISION OF CORPORATION

99 JAN 19 AM 11:05

RECEIVED

T. SMITH JAN 19 1999

Examiner's Initials

ARTICLES OF INCORPORATION
OF
AMERICAN MARINE OF SOUTH FLORIDA, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, for the purpose of incorporating under the Florida General Corporation Act, the Articles of Incorporation of AMERICAN MARINE OF SOUTH FLORIDA, INC. are hereby stated as follows:

Article I

The name of this Corporation is **AMERICAN MARINE OF SOUTH FLORIDA, INC.**

Article II

The current mailing address for the Corporation is 2202 33rd Street, Orlando, FL 32839.

Article III

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

Article IV

The number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, \$.01 par value per share (the "Common Stock").

COMMON STOCK

1. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment.
2. Except as may be provided by the Florida General Corporation Act, the holders of Common Stock shall have exclusively all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when, as and if declared by the Board of Directors out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation.

3. Each holder of shares of Common Stock shall be entitled to one vote for each share of such Common Stock held by such holder, and voting power with respect to all classes of securities of the Corporation shall be vested solely in the Common Stock, other than as specifically provided in the Corporation's Certificate of Incorporation, as it may be amended.

Article V

The Corporation shall have such number of Directors as may be determined from time to time as provided by the By-Laws of the Corporation but never less than one (1).

Article VI

The Corporation shall, to the fullest extent permitted by Florida Statute, Section 607.0850, as amended, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by said section, as to action in any capacity in which he served at the request of the Corporation.

Article VII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

Article VIII

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

Article IX

In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation, provided that any By-Laws made, altered, amended or repealed, and any By-Laws may be made, by the stockholders of the Corporation.

Article X

The duration of the Corporation is perpetual

Article XI

The registered office of this Corporation shall be located at 2202 33rd Street, Orlando, Florida 32839, and the registered agent of this Corporation at that address shall be Joseph G. Pozo, Jr. The Corporation may change its registered agent or the location of its office, or both, from time to time without amendment to these articles of incorporation.

Article XII

No owner or holder of a security of the Corporation shall be entitled as a matter of right to purchase or receive any security of the Corporation now or hereafter authorized except as and to the extent that the Board of Directors in its absolute discretion may determine. Any security of the Corporation may be disposed of by the Corporation to such persons and upon such terms as may be specified by the Board of Directors or as may be specified pursuant to authority granted by the Board of Directors. The word "security" means a share of any class, any evidence of indebtedness, any right to purchase or receive any such share or evidence of indebtedness or any instrument convertible into or containing a right to purchase or receive any such share or evidence of indebtedness, or, without limiting the generality of the foregoing, any instrument commonly known at the time as a "security."

Article XIII

The directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable Florida Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. Any repeal or modification of the foregoing sentence by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Article XIV

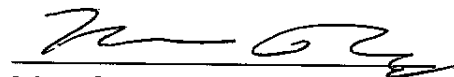
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Article XV

The name and address of the incorporator is Marc G. Rosenberg, McLaughlin & Stern LLP,
260 Madison Avenue, New York, New York 10016.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set
forth below and does hereby affirm, under the penalties of perjury, that the statements contained
therein have been examined by the undersigned and are true and correct.

Date: January 14 1999



Marc G. Rosenberg
Incorporator

Article XV

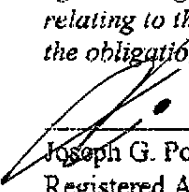
The name and address of the incorporator is Marc G. Rosenberg, McLaughlin & Stern LLP, 260 Madison Avenue, New York, New York 10016.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by the undersigned and are true and correct.

Date: January 15, 1999

Marc G. Rosenberg
Incorporator

Having been named as 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.



Joseph G. Pozo, Jr.
Registered Agent

1/15/99

Date

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TALLAHASSEE, FLORIDA