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ACCOUNT NO. : 072100000032

REFERENCE : 182548 7180466

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1999

ORDER TIME : 10:25 AM

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ORDER NO. : 182548-005

CUSTOMER NO: 7180466

CUSTOMER: Mr. Gregory L. Cartwright  
ADKINS & HOLTHAUS  
ADKINS & HOLTHAUS  
1058 Twenty-first Street  
The Kahle Residence  
San Diego, CA 92102

DOMESTIC FILING

NAME: BISH MARINE U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 PM 2:30

DIVISION OF CORPORATION

99 MAR 25 PM 12:03

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 25 PM 2:30

**ARTICLES OF INCORPORATION**  
**OF**  
**BISH MARINE U.S.A., INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I**  
**NAME**

The name of the Corporation is BISH MARINE U.S.A., INC. which will have offices at 805 Marine Road, Titusville, Florida, 32796.

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 3340, and the name of the initial registered agent of this Corporation at that address is Nannette Gammon, Esq.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws providing there shall always be at least one director. The names and addresses of the directors of this Corporation are:

Phillip Bish	805 Marine Road Titusville, Florida 32796
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Clive Bish	805 Marine Road Titusville, Florida 32796
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**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator hereof is:

Douglas D. Holthaus, Esq.	Adkins & Holthaus 1058 21 <sup>st</sup> Street San Diego, CA 92101
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**ARTICLE VIII**  
**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

**ARTICLE IX**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone and may lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.


**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

**ARTICLE XI**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is and shall be subject to this reservation.

IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of March, 1999.

  
\_\_\_\_\_  
Douglas D. Holthaus  
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAME AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BISH MARINE U.S.A., INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 805 MARINE ROAD, TITUSVILLE, FLORIDA, 32796, HAS NAMED NANNETTE GAMMON, LOCATED AT 1555 PALM BEACH LAKES BOULEVARD, SUITE 1100, WEST PALM BEACH, FLORIDA 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Nannette Gammon  
Nannette Gammon  
Registered Agent

3/24/99  
Date

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Nannette Gammon, ✓ personally known to me or \_\_\_\_\_ who produced \_\_\_\_\_ as identification and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999

Janice Marie Whitis  
NOTARY PUBLIC

My Commission Expires:



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99 MAR 25 PM 2:30