

STONES & CARDENAS
ATTORNEYS AT LAW

221 SIMONTON STREET, KEY WEST, FL 33040
TELEPHONE (305) 294-0252 FAX (305) 292-5442

ADELE VIRGINIA STONES

SUSAN M. CARDENAS, P.A.

July 1, 1999

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

200002923492--7
-07/06/99--01079--011
*****78.75 *****78.75

Re: Articles of Incorporation of: Key West Pilot Services, Inc.

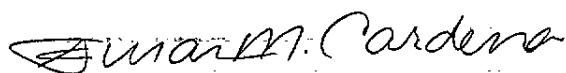
Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for Key West Pilot Services, Inc.

Please file these Articles and return a certified copy to me. I have enclosed a check in the amount of \$78.75 to cover the filing fees.

Thank you in advance for your assistance. Should you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



Susan M. Cardenas
SMC/dlg
Enclosure

cc: Robert W. Maguire

FILED
99 JUL -6 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. GALLMON-CASE

JUL 13 1999

**ARTICLES OF INCORPORATION
OF
KEY WEST PILOT SERVICES, INC.**

FILED
99 JUL -6 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the undersigned does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and acts amendatory thereof, for the purposes and under the corporation hereinafter mentioned, and to that end, does, by these Articles of Incorporation, set forth the following:

ARTICLE I

The name of the corporation is KEY WEST PILOT SERVICES, INC.

ARTICLE II

The address of the initial registered offices of the corporation shall be 221 Simonton Street Key West, Florida 33040 and the name of the initial registered agent for the corporation shall be Susan M. Cardenas, a resident of the State of Florida.

ARTICLE III

The mailing address of the corporation and the principal office address of the corporation is P.O. Box 988, Key West, FL 33041.

ARTICLE IV

The nature of the business and the objects and purpose or purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which

corporations may be organized under the laws of the State of Florida. In addition, the corporation shall have the power to carry on business of any character that is not prohibited by law or required to be stated in the articles.

ARTICLE V

The total number of shares which this corporation is authorized to issue is 5,000 shares of common stock with one dollar (\$1.00) par value for each share. Shareholders of the corporation shall have a preemptive right to purchase treasury or non issued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the Board of Directors.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of three (3) persons, and the names and addresses of the individuals who are to serve as the directors of the corporation are as follows:

Robert W. Maguire
1217 Packer Street
Key West, FL 33040

Michael J. McGraw
1509 Laird Street
Key West, FL 33040

Robert C. Fitzsimmons
41 Palmetto Drive
Key West, FL 33040

ARTICLE VII

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF, I set my signature this 30 day of June, 1999.

Robert W. Maguire
ROBERT W. MAGUIRE
Incorporator

STATE OF FLORIDA:
COUNTY OF MONROE:

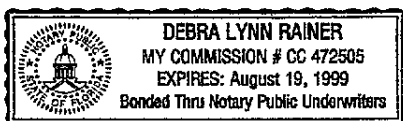
I, the undersigned Notary Public in and for the jurisdiction aforesaid do hereby certify
that Robert W. Maguire who is personally known to me or who ~~produced~~
as identification and whose name is signed to the foregoing Articles
of Incorporation has acknowledged the same before me.

Given under my hand and seal this 30 day of June, 1999.

DEBRA LYNN RAINER
Printed Name of Notary

Debra Lynn Rainer
NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

I hereby certify that I, Susan M. Cardenas, the undersigned do accept and acknowledge that I am the Registered Agent, as defined in Florida Statutes, for the Florida corporation and that the registered office at which I am a registered agent is 221 Simonton Street, Key West, FL 33040, as designated in the foregoing Articles of Incorporation.

Signed and acknowledged at Key West, Florida, this 24th day of June, 1999.


SUSAN M. CARDENAS
Registered Agent

FILED
99 JUL -6 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA