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Florida Department of State
Division of Corporations
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8-6-99

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

GULFSTREAM MARINE INSURANCE, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

GULFSTREAM MARINE INSURANCE, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a for profit corporation under the Florida Business Corporation Act:

I.

NAME

The name of this corporation is Gulfstream Marine Insurance, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 10401 S.W. 123rd Street, Miami, Florida 33176.

II.

EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be August 6, 1999, and shall exist perpetually thereafter unless sooner dissolved according to law.

III.

PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.

CAPITALIZATION

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share.

Prepared By:
Juan T. O'Naghten
Fla. Bar No: 305774
Suite 200
2885 South Bayshore Drive
Miami, Florida 33133

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V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 10401 S.W. 123rd Street, Miami, Florida 33176 and the initial registered agent of this Corporation at such office shall be Charles G. Smith, Jr., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.

INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

NameAddress

Charles G. Smith, Jr.

10401 S.W. 123rd Street
Miami, Florida 33176

VII.

INITIAL OFFICERS

Charles G. Smith, Jr. shall serve as the President, Secretary and Treasurer of the Corporation.

VIII.

INCORPORATOR

The incorporator is Charles G. Smith, Jr. and his address is 10401 S.W. 123rd Street, Miami, Florida 33176.

In witness whereof, the undersigned has executed these Articles of Incorporation on August 6, 1999.



Charles G. Smith, Jr., Incorporator

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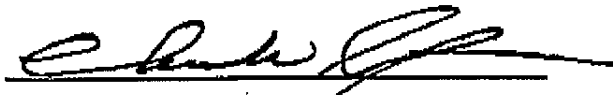
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Gulfstream Marine Insurance, Inc.
2. The name and address of the registered agent and the registered office is: Charles G. Smith, Jr.,
10401 S.W. 123rd Street, Miami, Florida 33176

Pursuant to Sections 48.091 and 617.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: August 6, 1999



Charles G. Smith, Jr., Registered Agent

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