



Tel: (954) 782-8077
Fax: (954) 782-9266

Carlos Martinez
Attorney At Law

1000 E. Atlantic Blvd.
Suite 205-D
Pompano Beach, FL 33060

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September 3, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

Re: Thomas Marine Import/Export, Inc.

Dear Madam/Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 for the payment of fees. Please forward the filing acknowledgment to this office.

Thank you for your attention in this matter

Sincerely,


Carlos Martinez

CM/np

Encls.

FILED
99 SEP -7 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T59/14/99

ARTICLES OF INCORPORATION
OF
THOMAS MARINE IMPORT/EXPORT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Errol W. Thomas, acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this corporation shall be: THOMAS MARINE IMPORT/EXPORT, INC.

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 9266 W. Atlantic Boulevard, #1026, Coral Spring, Florida 33071.

ARTICLE III

The general nature of the business and businesses to the transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the corporation, to carry on its business, or for the purpose of publishing any of the objects here in above mentioned shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

ARTICLE IV

SHARES:

The authorized capital stock of this corporation shall consist of: One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value.

ARTICLE V

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's initial Registered Office is 9266 W. Atlantic Boulevard, #1026, Coral Springs, Florida 33071. The initial Registered Agent for the corporation is Errol W. Thomas located at the initial address of

the corporation.

ARTICLE VII

DIRECTORS:

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VIII

FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

| | |
|-----------------|----------------------------------|
| Errol W. Thomas | 9266 W. Atlantic Boulevard #1026 |
| | Coral Springs, Florida 33071 |

INCORPORATOR:

The name and address of the initial Incorporator of the corporation is as follows:

| | |
|-----------------|----------------------------------|
| Errol W. Thomas | 9266 W. Atlantic Boulevard #1026 |
| | Coral Springs, Florida 33071 |

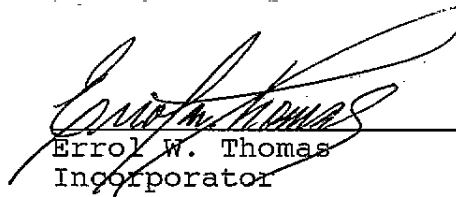
ARTICLE IX

GENERAL PROVISION:

- (a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.


- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extend and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him in connection with arising out of any action, suit or proceeding in which he may be involved, by reason of him being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extend permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.
- (e) All share holders of the corporation shall be vested with full preemptive rights.

Subscribed at Pompano Beach, Florida, this 7th day of September, 1999.

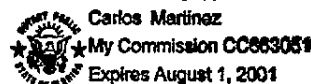

Errol W. Thomas
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 7th day of September, 1999, by Errol W. Thomas.


Notary Public, State of
Florida.

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 607.0501, Florida Statutes, and in compliance with the Act, the following is submitted:

First -- That THOMAS MARINE IMPORT/EXPORT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Coral Springs, County of Broward, State of Florida, has named Errol W. Thomas, 9266 W. Atlantic Boulevard #1026, Coral Springs, Florida 33071, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Errol W. Thomas
Registered Agent

FILED
99 SEP - 7 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA