

P99000095844

Helmsman Holdings Corp.  
120 N. U.S. Highway One, #100  
Tequesta, FL 33469

October 26, 1999

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-10/28/99--01077--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Department of State  
Tallahassee, FL 32301

Gentlemen:

Enclosed please find Articles of Incorporation for Helmsman Holdings Corp.  
for filing with the state of Florida. The \$78.75 filing fee is enclosed.

Please send confirmation to 120 N. U.S. Highway One, #100, Tequesta, FL  
33469.

Yours truly,

*Vicki J. Lavache*

Vicki J. Lavache

FILED  
99 OCT 28 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosure

T BROWN NOV - 1 1999

**ARTICLES OF INCORPORATION  
OF  
HELMSMAN HOLDINGS CORP.**

**FILED**  
99 OCT 28 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be Helmsman Holdings Corp. The principal place of business shall be 120 N. U.S. Highway One, #100, Tequesta, FL 33469.

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have authority to issue is 25,000,000 Common Stock with a par value of \$0.01 per share and 5,000,000 Preferred Stock with a par value of \$.01 per share.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 120 N. U.S. Highway One, #100, Tequesta, Florida 33469 and the name of the initial registered agent of the Corporation at that address is Vicki J. Lavache.

**ARTICLE V. TERM OF EXISTENCE**

The Corporation shall exist perpetually.

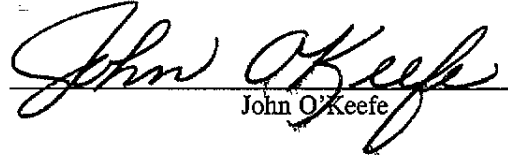
**ARTICLE VI. DIRECTORS**

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is John O'Keefe, 120 N. U.S. Highway One, Suite #100, Tequesta, Florida 33469.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is John O'Keefe, 120 N. U.S. Highway One, Tequesta, Florida 33469.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of October 1999.

  
John O'Keefe

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

**FILED**  
99 OCT 28 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

HELMSMAN HOLDINGS CORP., desiring to organize under the laws of the State of  
Florida with its registered office address, as indicated in the Articles of Incorporation, as 120  
N. U.S. Highway One, #100, Tequesta, Florida 33469, has named VICKI J. LAVACHE as its  
agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Vicki J. Lavache  
Vicki J. Lavache