

971613-TC

DEPOSIT

DATE

D671

DEC 12 1997

1. LEGAL NAME OF THE APPLICANT

DUNCAN, E. MAC KENZIE III

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

WATERLINE YACHTS INC

3. ADDRESS OF THE APPLICANT(S)

STREET 905 N. HARBOR. CWTY. BLVD.

CITY MELBOURNE

STATE & ZIP FLORIDA 32935

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER:
OWN NAME.

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP:

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION:

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME See Attachment

ADDRESS _____

D. DOING BUSINESS UNDER FICTITIOUS NAME:

DOCUMENTATION: Attach proof that fictitious name has been registered with the Florida Secretary of States Office.

RECEIVED
FLORIDA OFFICE
SERVICE COMMISSION
97 DEC 12 AM 9:41
MAILROOM

NAME: DUNCAN MAC KENZIE
TITLE: SALES MANAGER
PHONE: 407 254 70452

6. HAS APPLICANT OR ANY SUBSIDIARY, PARTNER, OFFICER, DIRECTOR, ETC., OR IN THE CASE OF A CLOSELY HELD CORPORATION ANY SHAREHOLDER OF THE APPLICANT EVER BEEN GRANTED OR DENIED A PAY TELEPHONE CERTIFICATE IN THE STATE OF FLORIDA? THIS INCLUDES ACTIVE AND CANCELLED PAY TELEPHONE CERTIFICATES.

NONE

7. IF THE ANSWER TO QUESTION 6 IS YES, PLEASE EXPLAIN AND LIST THE CERTIFICATE HOLDER AND CERTIFICATE NUMBER.

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

NONE

B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER.

NONE

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES.

NONE

NONE

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION, PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT, MENTALLY INCOMPETANT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS.

NONE

10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

LOCAL
LONG DISTANCE
COIN
CALLING CARD
CREDIT CARD
OTHER, DESCRIBE

[
✓
✓
✓
✓
✓
]

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 1

12. HOW DOES THE APPLICANT INTEND TO SERVICE AND MAINTAIN EACH PAYPHONE?

PERSONALLY
FULL-TIME TECHNICIAN
PART-TIME TECHNICIAN
SERVICE/REPAIR/MAINTENANCE CONTRACT
OTHER, DESCRIBE

[
✓
]
[
]
[
]
[
]

1-800? (See Rule 25-24.515(6), F.A.C.)

Yes

1. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4.29.2 - 4.29.4 and 4.29.7 - 4.29.8 OF THE AMERICAN NATIONAL STANDARDS SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F)? (See Rule 25-24.515(14), F.A.C.)

Yes

INFORMATION IS A TRUE AND CORRECT STATEMENT. I AM AWARE THAT PURSUANT TO SECTION 37.06, FLORIDA STATUTE, WHOEVER KNOWINGLY MAKES A FALSE STATEMENT IN WRITING WITH THE INTENT TO MISLEAD A PUBLIC SERVANT IN THE PERFORMANCE OF HIS OFFICIAL DUTY SHALL BE GUILTY OF A MISDEMEANOR OF THE SECOND DEGREE. I WILL COMPLY WITH ALL CURRENT AND FUTURE COMMISSION REQUIREMENTS REGARDING THE PAY TELEPHONE SERVICE. I UNDERSTAND THAT A NON-REFUNDABLE APPLICATION FEE OF \$100 MUST ACCOMPANY THE APPLICATION. ALSO, I UNDERSTAND THAT I AM REQUIRED TO PAY A REGULATORY ASSESSMENT FEE (MINIMUM \$50.00 PER CALENDAR YEAR), FILE AN ANNUAL PAY TELEPHONE SERVICE REPORT, AND PAY GROSS RECEIPTS TAX. FURTHERMORE, I AGREE TO KEEP THE COMMISSION ADVISED OF ANY CHANGES IN THE NAMES OR ADDRESSES LISTED ABOVE WITHIN TEN (10) DAYS OF THE CHANGE.

James E. Mackey
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: 12/5/97

ARTICLES OF INCORPORATION
OF
WATERLINE YACHTS, INC.

FILED
91 OCT 21 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is WATERLINE YACHTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value common stock, which shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1287 Rockledge Drive, Rockledge, Fl. 32955, and the name of the initial registered agent of this corporation at that address is: Duncan MacKenzie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Duncan MacKenzie
1287 Rockledge Drive
Rockledge, Fl. 32955

Duncan MacKenzie III
1287 Rockledge Drive
Rockledge, Fl. 32955

Marilyn MacKenzie
1287 Rockledge Drive
Rockledge, Fl. 32955

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 1287 Rockledge Drive, Rockledge, Fl. 32955, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is: Duncan MacKenzie, 1287 Rockledge Drive, Rockledge, Florida 32955.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their names: Duncan MacKenzie - 800 shares, Duncan MacKenzie III - 100 shares and Marilyn MacKenzie - 100 shares.

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16 day of October, 1991.


Duncan MacKenzie

The street address of the initial registered office of this corporation is 1287 Rockledge Drive, Rockledge, Fl. 32955, and the name of the initial registered agent of this corporation at that address is: Duncan MacKenzie.

971613-TC

DEPOSIT

DATE

D671

DEC 12 1997

1. LEGAL NAME OF THE APPLICANT

DUNCAN E. MAC KENZIE III

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

WATERLINE YACHTS INC

3. ADDRESS OF THE APPLICANT(S)

STREET 905 N. HARBOR CITY BLVD.

CITY MELBOURNE

STATE & ZIP FLORIDA 32935

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER OWN NAME.

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP:

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION:

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME See Attachment

ADDRESS

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
97 DEC 12 AM 8:41
MAIL ROOM

WATERLINE YACHT BROKERAGE 10-01

2076

OPERATING ACCOUNT
PH. 407-254-0452
905 N. HARBOR CITY BLVD.
MELBOURNE, FL 32935

DEC 8th 1997

PAY TO THE ORDER OF FLORIDA PUBLIC SERVICE COMMISSION

\$ 100.00

ONE HUNDRED + 00/100'S

DOLLARS



THE AMERICAN BANK
OF THE SOUTH

FOR Application FEE

Duncan MacKenzie