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SECRETARY OF STATE
TALLAHASSEE FL 32309

11/13/02

TRANSMITTAL LETTER

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

SUBJECT: THE DEPLOYED ENVIRONMENTAL ENGINEERING PROJECTS FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ERIC ENGLER
Name (Printed or typed)

3233 NC 5th CT
Address

POMPANO BEACH, FL 33062
City, State & Zip

954-781-0217
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF THE DEPLOYED ENVIRONMENTAL
ENGINEERING PROJECTS FOUNDATION, INC., A FLORIDA NOT-FOR-PROFIT
CORPORATION**

The Directors, having formed a Not-for-Profit Corporation under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for said Corporation:

ARTICLE I -- Name

The name of the Corporation is The Deployed Environmental Engineering Projects Foundation, Inc.

ARTICLE II -- Principal Place of Business

The principal place of business and mailing address for the Corporation is 3233 N.E. 5th Court, Pompano Beach, Florida, 33062.

ARTICLE III -- Purposes

The specific purposes for which the Corporation is organized are for charitable, scientific and educational purposes, more specifically is to help restore the world's marine ecosystems through the use of aesthetically-pleasing, ecologically-sound, and economically-designed artificial reefs that promote and support natural species diversity and population density; to aid in the development of artificial reefs, estuaries, and sea walls; to assist in coral and other marine transplantation programs; to develop and deploy environmentally-sound coastal erosion mitigation devices, systems, and methods; and to engage in activities designed to increase the abundance of reef and marine ecosystems, for the benefit of the public. The activities shall be for charitable and scientific purposes, to promote the health and safety of the marine environment, of marine organisms, and in turn, to benefit the public; to foster national and international sports competition, including, but not limited to, SCUBA diving, snorkeling, and

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TALLAHASSEE FLORIDA

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sport-fishing; to help replenish the world's fish stocks that have dwindled due to over-fishing and to the lack of adequate replenishment programs worldwide; and to prevent marine ecosystem deterioration and resulting cruelty to marine animals. The Corporation shall be authorized in connection therewith to provide education, to donate artificial reefs to educational, scientific, and other charitable institutions, where such artificial reefs will be used to benefit the public, and to conduct other activities not specifically prohibited or inconsistent with non-profit status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene (including by the publishing or distribution of statements) in any political campaign in behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Incorporator intends to file a charitable registration to the extent required under the laws of the State of Florida.

ARTICLE IV -- Directors

The current Directors of the Corporation are: Eric Engler, Charles M. Magowan, and Gregory P. Borgognoni. Each member of the Board of Directors shall share the mailing address of the Corporation, for purposes of Corporation business only. The addition or deduction in the number of Directors, and specific appointment and removal of Directors, shall be by two-thirds

(2/3) vote of all members at the Corporation's annual meeting. A Director may be removed and a successor named in his or her place to serve until the next annual meeting, by a 2/3 vote of the Board, at any properly-noticed special or annual meeting, the agenda of which shall state that the removal of a particular director shall be voted upon. The date and place of the annual meeting shall be set by a majority of the Directors, who shall give between ten and sixty (10-60) days' notice to the Officers, by telephone, fax, or U.S. mail, to the addresses, telephone, or fax number on record with the Corporation. The Chairman of the Board of Directors is Eric Engler. The By-Laws of the Corporation control the administration of the Corporation, and have been unanimously approved and adopted by the Directors. The Board of Directors, by unanimous approval, is empowered to amend the By-Laws and Articles of Incorporation. The initial Officers of the Corporation shall be: Eric Engler, President; Charles M. Magowan, Secretary; and Gregory P. Borgognoni, Treasurer.

ARTICLE V -- Initial Registered Agent

The initial registered agent of the Corporation is Gregory P. Borgognoni, Esq., who has consented to such designation. The initial address for said initial registered agent is: Gregory P. Borgognoni, Esq.; c/o Diaz, O'Naghten & Borgognoni, L.L.P., Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida, 33133.

ARTICLE VI -- Duration

The Corporation shall have perpetual duration. Upon any dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization(s) as the Court may determine is organized and operated exclusively for such

purposes.

ARTICLE VII -- Incorporator

The Incorporator of the Corporation is Eric Engler.

ARTICLE VIII -- Capitalization

The Corporation possesses at least the amount of any applicable minimum capitalization requirements which apply wherever the Corporation operates. The Corporation shall not be authorized to issue stock. The Corporation shall allow memberships, upon terms developed by the Directors.

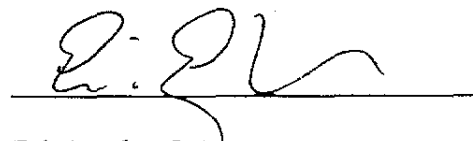
ARTICLE IX -- Limitation of Liability

Officers and Directors of the Corporation shall not be personally liable for breaches of duty or care, and shall be entitled to indemnification to the extent permitted by the laws of the State of Florida or any applicable law which is determined to be applicable by a Court of competent jurisdiction.

ARTICLE X -- Effective Date

These Articles of Incorporation were adopted by the Directors of the Corporation on November 7, 2002.

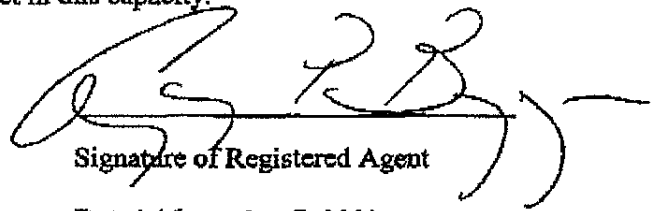
IN WITNESS HEREOF, the undersigned executed these Articles of Incorporation this 7th day of November, 2002:

A handwritten signature in black ink, appearing to read 'E. Engler', is written over a horizontal line.

Eric Engler, Incorporator
3233 N.E. 5th Ct.
Pompano Beach, FL 33062
(954) 781-021

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

Dated: November 7, 2002

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TALLAHASSEE FLORIDA