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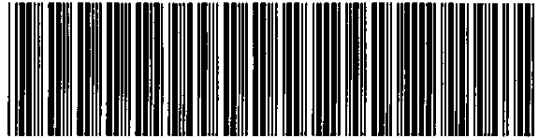
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 23 2007

CHARLES S. DAYHOFF III
Attorney and Counselor at Law

Cornerstone Centre
3830 Tampa Road, Suite 150
Palm Harbor, FL 34684

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February 22, 2007

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: Articles of Incorporation (Not for Profit)
Save Our Ship Environmental Institute, Inc.

Dear Sir/Madam:

Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation (Not for Profit).
2. A check payable to the order of the Florida Department of State in the sum of \$70.00 for the filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAVE OUR SHIP ENVIRONMENTAL INSTITUTE, INC.

In Compliance with Chapter 617, F.S. (Not for Profit)

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation is **SAVE OUR SHIP ENVIRONMENTAL INSTITUTE, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4365 Live Oak Boulevard, Palm Harbor, Florida 34685.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is: exclusively charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION/MANAGEMENT OF CORPORATE AFFAIRS

The manner in which the directors are elected or appointed, and the management of corporate affairs are:

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3)

persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 4365 Live Oak Boulevard, Palm Harbor, Florida 34685 on March 1 of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Name:

Albert C. Mielenhausen

Address:

**4365 Live Oak Blvd.
Palm Harbor, FL 34685**

Title:

President/Director

Anne Mielenhausen

**4365 Live Oak Blvd.
Palm Harbor, FL 34685**

**Vice President,
Secretary, Treasurer/
Director**

Kris Mielenhausen

**117 Leonard Street
Brooklyn, NY 11206**

Director

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent and office of this corporation are:

**CHARLES S. DAYHOFF III, ESQUIRE
3830 Tampa Road, Suite 150
Palm Harbor, Florida 34684**

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are:

Name

Address

ALBERT C. MIELENHAUSEN

**4365 Live Oak Blvd.
Palm Harbor, FL 34685**

ARTICLE VIII AUTHORIZED STOCK SHARES

This corporation shall be authorized to issue 100 shares of stock.

All stock certificates issued by this corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the By-Laws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE IX EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III above. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X DISTRIBUTION OF ASSETS

Upon the dissolution of this 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENT OF BY-LAWS

Subject to limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.


ARTICLE XIII AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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.


CHARLES S. DAYHOFF III
Registered Agent

2-21-07
Date


ALBERT C. MIELENHAUSEN
Incorporator

2/21/07
Date