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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-1-08
WCC

CRAMER, PRICE & de ARMAS, P.A.
ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
R. DAVID DE ARMAS
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* Also admitted in Georgia
** Also admitted in Washington D.C.

January 29, 2008

Of Counsel: Philip A. Tharp
1939-2003

Sent Via Overnight Mail

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Embassy Blue Institute, Inc.

To Whom It May Concern:

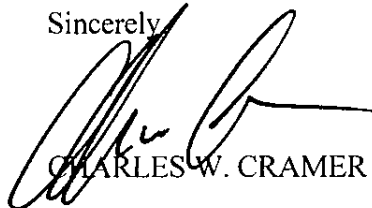
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/dmm
Enclosures
cc: Embassy Blue Institute, Inc.

**ARTICLES OF INCORPORATION
OF
EMBASSY BLUE INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Embassy Blue Institute, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 6426 Milner Boulevard, Suite 101, Orlando, Florida 32809. The Corporation's mailing address is 6426 Milner Boulevard, Suite 101, Orlando, Florida 32809.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. will engage in an active conservation program focused entirely on marine resources, inclusive of offshore marine and coastal animal life and environmental integrity;

2. will engage in the rescue and rehabilitation, population abundance studies, population health assessment studies, community public outreach (environmental and faith based) and environmental monitoring of sea life;
3. will engage in comprehensive marine education endeavors, including, but not limited to the following: in-school primary and secondary school programs, production of teaching tools for primary and secondary school teachers, learning opportunities in the wild or at designated facilities, participation in field research projects, undergraduate and graduate school education, and sponsorship of undergraduate and graduate school internship programs; and
4. deepen our understanding of anthropogenic impacts affecting the delicate marine food web as it relates to marine mammals and ultimately to people.

ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Jerry Barucky
6426 Milner Boulevard
Suite 101
Orlando, Florida 32809

Rene' A. Varela
6426 Milner Boulevard
Suite 101
Orlando, Florida 32809

Thomas E. Powell
6426 Milner Boulevard
Suite 101
Orlando, Florida 32809

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer
1411 Edgewater Drive
Suite 200
Orlando, Florida 32804

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE IX – MEMBERS

The Corporation will have no members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a

Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be


prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII- AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the majority of the Board of Directors.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 29th day of January, 2008.

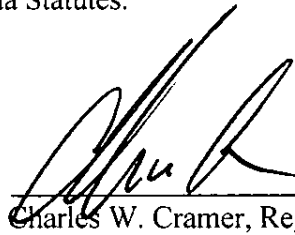


Charles W. Cramer

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0501 of the Florida Statutes.

Done this 29th day of January, 2008.



Charles W. Cramer, Registered Agent

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TALLAHASSEE, FLORIDA