

**Karst Underwater
Research, Inc.**

3027 W. Bay Villa Avenue
Tampa, Florida 33611

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TAMPA, FLORIDA
SEP 27 1987

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

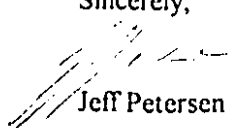
Enclosed are the following documents for the filing/incorporation of Karst Underwater Research, Inc.:

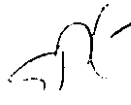
1. Articles of Incorporation
2. Certificate of Designation Registered Agent/Registered Office
3. Check for fees listed below (\$122.50)
 - \$35.00 Filing Fee
 - 35.00 Designation of Registered Agent
 - 52.50 Certified Copy

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Please send the certified copy to the address above (same as the registered agent). If these documents are found to be defective for filing please return with appropriate instructions for rectification to the above address. If necessary I can be reached at (813) 287-9742. Thanks for your attention.

Sincerely,


Jeff Petersen



ARTICLES OF INCORPORATION
OF
KARST UNDERWATER RESEARCH, INC.

The undersigned acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be:
Karst Underwater Research, Inc.

Hereafter, in this document, referred to as Karst.

ARTICLE II

The address of the principal office and mailing address will be:
3027 West Bay Villa Avenue
Tampa, Florida 33611-1607

ARTICLE III

Karst is organized and operated exclusively for research and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Karst will provide geological survey information, which may include (but not be limited to) maps, video images, photographs, water samples, biological/organic samples, and mineral samples of water or air filled subterranean environments for parties with the authority to engage Karst in such activities. Promulgated information will be made available to all interested parties at cost of reproduction.

Karst will also endeavor to acquire title to real property on which such subterranean environments exist in order to preserve the property in its natural condition for future generations.

No part of the net earnings, gains, or assets of Karst shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that Karst shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).

No substantial part of the activities of Karst shall be the carrying on of propaganda or otherwise attempting to influence legislature, and Karst shall be empowered to make the

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election authorized under section 501(h) of the Internal Revenue Code of 1986 Karst 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 provisions herein, Karst shall not carry on any activities not permitted to be carried on --

- (a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c)(3) of such Code, or
- (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986

References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

In the event of dissolution or final liquidation of Karst, the board of directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of Karst, distribute all the assets of Karst to one or more of the following categories of recipients as the board of directors of Karst shall determine: to a nonprofit organization or organizations having similar aims and objects as Karst and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organization shall then qualify as governmental unit under section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

ARTICLE IV

The manner in which the directors are to be determined is provided for in the bylaws for Karst.

ARTICLE V

There are no provisions which limit corporate powers authorized under section 617.0302, Florida Statutes other than the provisions noted in ARTICLE III.

ARTICLE VI

The name and street address of the initial registered agent is:

Jeff J Petersen

3027 West Bay Villa Avenue
Tampa, Florida 33611-1607

ARTICLE VII

The name and street address of the incorporator for these Articles of Incorporation is:

Jeff J Petersen

3027 West Bay Villa Avenue
Tampa, Florida 33611-1607

The undersigned incorporator has executed these Article of Incorporation this 23rd day of February, 1995.

Jeff J Petersen
Jeff J Petersen

Sworn to and subscribed before me this 23rd day of February, 1995, by Jeff J Petersen, personally known to me or who has produced identification _____.

Cathy M. Alonso
NOTARY PUBLIC

CATHY M. ALONSO

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: July 15, 1998.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is:

Karst Underwater Research, Inc.

2. The name and address of the registered agent and office is:

Jeff J Petersen

3027 West Bay Villa Avenue
Tampa, Florida 33611-1607

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Sworn to and subscribed before me this 23rd day of February, 1995, by Jeff J. Petersen, personally known to me or who has produced identification.

NOTARY PUBLIC

CATHY M. ALLISON

NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES July 15, 1995.
BONDED FOR \$10,000.00

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