

823 North Olive Avenue, West Palm Beach, Florida 33401  
Telephone: (407) 655-6022 Facsimile: (407) 655-6044

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March 21, 1995

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-03/27/95--01045--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: PROJECT RECOVERY ENVIRONMENTAL GROUP, INC.

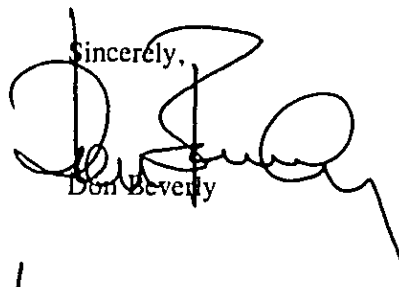
To whom it may concern:

Enclosed please find the original Articles of Incorporation of Project Recovery Environmental Group, Inc., along with our firm's check in the amount of \$70.00 for your filing fee.

If same meets with your approval please issue the appropriate certificate of incorporation. Please forward same to this office in the self-addressed stamped envelope.

Thank you for your anticipated cooperation.

Sincerely,



Don Beverly

Enclosures: as stated above  
cc: client

Dmc  
3/29/95

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

PROJECT RECOVERY ENVIRONMENTAL GROUP, INC.

We, the undersigned, with other persons being desirous a corporation not for profit, under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is **PROJECT RECOVERY ENVIRONMENTAL GROUP, INC.**

For convenience, the corporation shall be referred to in this instrument as "the Corporation".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

**3003 S. LOOKOUT BOULEVARD  
PORT ST. LUCIE, FL 34984**

ARTICLE III - PURPOSES

The purposes for which the Corporation is formed are as follows:

1. The Corporation shall operate exclusively for educational and scientific purposes, especially the restoration of the marine environment through stock enhancement programs, aquaculture research, and marine science education, including the making of distributions to organizations that qualify as exempt organizations under Title 26 §501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. The Corporation shall perform such research as is deemed necessary and desirable for the purpose of advancing existing technology and developing innovative methods of aquaculture and stock enhancement to increase the productivity and rehabilitation of aquatic systems.
3. To effectuate the objects of the Corporation it shall have the following powers including the powers including the power to buy, sell and convey and otherwise use and acquire property of every kind and nature, real, personal mixed; and to sell and dispose of, pledge or hypothecate, such property whenever, in the judgment of the Board of Directors, there shall be necessity so to do in the furtherance of the objects and purposes hereof, to borrow money and give security therefor, and to execute deeds of conveyance,

deeds of trusts, mortgages and other instruments of writing on the assets of this Corporation when deemed proper by the Board of Directors to effect its aims and purposes, to employ and engage agents and representatives and/or labor when and as needed to promote and establish the aims and purposes of this Corporation, and to do and perform each and everything by the Board of Directors deemed proper to carry out the plans and purposes hereof.

4. To do all acts and things necessary, proper, suitable, or convenient for the accomplishment of the purposes and objects of the Corporation as herein expressed, and all acts and things incidental thereto, and, in general, to exercise and enjoy all rights, powers and privileges now or hereafter granted to corporations in general, and to non-stock and non-profit corporations, in particular, under the laws of the State of Florida as they now exist or as they may hereafter be amended.

5. Anything herein to the contrary notwithstanding, no part of the net earnings or of the principal assets of the Corporation shall inure to the benefit of any donor, grantor, or testator, or his or her heirs, representatives, or assigns, or of any member of the Corporation, or of any private shareholder of other individual; and no part of the net earning or of the principal assets of the Corporation shall be diverted to or used in connection with any attempt to influence the general public, or segments thereof, with respect to legislative matters, elections or referendums or the participate in or intervene in, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for any public office.

6. Should the Corporation be dissolved and liquidated, all property and assets remaining after the payment of its debts shall be distributed to or among such tax exempt educational or scientific organizations as the Corporation's then Board of Directors may direct.

#### ARTICLE IV - CORPORATE EXISTENCE AND TERM

The Corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and the term of the Corporation shall be perpetual.

#### ARTICLE V - BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules of procedure relating to operation of the Corporation as it deems necessary. The directors and officers may lawfully and properly exercise the powers set forth in the ByLaws.

2. The business affairs of this Corporation shall be managed by the Board of Directors who shall be appointed annually for staggered three year terms.

3. This Corporation shall have three (3) members of the board initially, the number of directors may be changed from time to time as provided by the ByLaws, but their

number may never be less than three (3).

4. Directors of the Corporation shall be elected at the Corporation's annual meeting by a vote of the members in the manner determined by the ByLaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the ByLaws.

5. Directors need not be members of the Corporation.

6. The names and addresses of the initial Board of Directors are as follows:

ROBERT F. MEYER  
3003 S. LOOKOUT BOULEVARD  
PORT ST. LUCIE, FL 34984

MIKE EDNOFF  
1117 PINE STREET  
TALLAHASSEE, FL 32303-6439

JOHN A. MACCURDY  
22438 MARTELLA AVENUE  
BOCA RATON, FL 33435

#### ARTICLES VI - BYLAWS

The Board of Directors shall adopt the ByLaws of the Corporation as its first meeting of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional ByLaws or alternations or rescission of the first ByLaws shall be enacted by a majority vote of the Board of Directors of the Corporations.

#### ARTICLE VII - AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than a majority of the Board of Directors. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the ByLaws of the Corporation.

#### ARTICLE VIII - NONPROFIT STATUS


Notwithstanding any other provision of these articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Title 26, §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law and (b) a corporation, contributions to which are deductible Title 26 under §170(c)(2) of the Internal Revenue code of 1986, as amended or any other corresponding provision of any future United States internal revenue law.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

ROBERT F. MEYER  
3003 S. LOOKOUT BOULEVARD  
PORT ST. LUCIE, FL 34984

I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT:

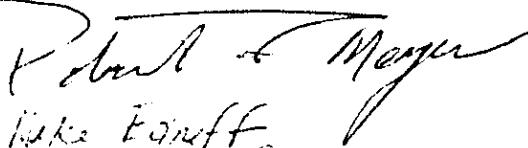
  
ROBERT F. MEYER

ARTICLE X - INCORPORATIONS

The names and street addresses of the incorporators for these Articles of Incorporation are:

ROBERT F. MEYER  
3003 S. LOOKOUT BOULEVARD  
PORT ST. LUCIE, FL 34984

The undersigned incorporators have executed these Articles of Incorporation this 15 day of FEBRUARY, 1995.

  
Mike Egan  
John L. Talbot