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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. International Society For Ocean Monitoring and Research, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 98 MAR 11 AM 11:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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 98 MAR 11 AM 9:42
 DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION FOR
INTERNATIONAL SOCIETY FOR OCEAN MONITORING AND RESEARCH, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
98 MAR 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of INTERNATIONAL SOCIETY FOR OCEAN MONITORING AND RESEARCH, INC., under Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, submit the following Articles of Incorporation.

ARTICLE I. GENERAL

Section 1. NAME. The name of the corporation shall be: INTERNATIONAL SOCIETY FOR OCEAN MONITORING AND RESEARCH, INC.

ARTICLE II. ADDRESS

The address of the corporation's principal office is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to perform scientific research by gathering, analyzing and publishing data on the health of the oceans. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and

purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a) (2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. PROHIBITED ACTIVITIES

The corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes.

ARTICLE VI. DIRECTORS

The directors of the corporation shall be elected in the manner set forth in the Bylaws of the corporation. The names and addresses of the members of the corporation's initial board of directors are:

NAME	ADDRESS
Albert H. Gersten	15760 Ventura Blvd. Suite 828 Encino, CA 91436
Martin D. Collier	15760 Ventura Blvd. Suite 828 Encino, CA 91436
Thomas K. Houston	3002 3rd Street, Suite 210 Santa Monica, CA 90405

Each person who is or shall be a director or officer of the corporation shall be indemnified by the corporation against liability incurred as a result of such service.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is INTRASTATE REGISTERED AGENT CORPORATION and the street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Peter E. Salomon, 701 Brickell Ave., Suite 3000, Miami, Florida 33131. The incorporator of the corporation assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation remaining after payment of or provision for claims against the corporation and expenses incidental to the dissolution shall be distributed exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations as they exist or as they may be amended. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE X. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by

or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.


ARTICLE XI. MEMBERSHIP

The membership in this corporation shall consist of all persons hereinafter named as directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1998.



Peter E. Salomon, Sole Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That INTERNATIONAL SOCIETY FOR OCEAN MONITORING AND RESEARCH, INC. desiring to organize under the laws of the State of Florida with its initial registered office at 701 Brickell Ave., Suite 3000, Miami, Florida 33131, as indicated in the Articles of Incorporation, has named INTRASTATE REGISTERED AGENT CORPORATION as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.

INTRASTATE REGISTERED AGENT CORPORATION


Steven H. Hagen, Vice President

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98 MAR 11 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: March 10, 1998

MIA4-597965