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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800003226948-4  
-04/27/00--01070--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** IN-ACTION COASTAL MARINE SERVICES, INC.  
(Proposed corporate name - must include suffix)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 27 AM 7:15

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

**FROM:** LINDA R. LITTLE  
Name (Printed or typed)

18690 S.W. 291st STREET  
Address

HOMESTEAD, FL. 33030  
City, State & Zip

305/246-4559  
Daytime Telephone number

APR 27 2000

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
IN-ACTION COASTAL MARINE SERVICES, INC.**

The undersigned incorporator hereby adopt the following articles of incorporation for the purpose of forming a corporation (the "corporation") under the Florida Business Corporation Law.

**ARTICLE 1  
Name**

The name of the corporation is In-Action Coastal Marine Services, Inc.

**ARTICLE 2  
Purpose and Powers**

**Section 2.01. Purposes.** The corporation may engage in any lawful purpose.

**Section 2.02. Powers.** The corporation shall have, exercise, and enjoy all the general rights, privileges, and powers granted to corporations by the Florida Business Corporation Law and by the common law.

**ARTICLE 3  
Shares of Stock**

**Section 3.01. Number.** The aggregate number of shares that the corporation shall have authority to issue is 100.

**Section 3.02. Common Stock.** The corporation's authorized shares shall consist of one class only and shall be designated as common stock ("common stock"). Each share of common stock shall have a par value of \$1.00.

**Section 3.03. Issuance and Consideration.** The common stock may be issued for such consideration as may be fixed from time to time by the corporation's shareholders.

**Section 3.04. Dividends.** The board of directors shall have the power to declare and pay dividends on the outstanding shares of common stock to the extent permitted by the Florida Business Corporation Law.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 27 AM 7:45

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**ARTICLE 4**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 18690 S.W. 291st Street, Homestead, Fl. 33030. The name of the corporation's initial registered agent at this address is Linda R. Little.

**ARTICLE 5**  
**Incorporators**

The name and address of the incorporators of the corporation are:

Linda R. Little  
18690 S.W. 291st Street  
Homestead, Fl. 33030

**ARTICLE 6**  
**Quorum Requirement**

At any shareholders' meeting, fifty percent (50%) of the votes entitled to be cast on a matter by a voting group constitutes a quorum of that voting group for action on that matter.

**ARTICLE 7**  
**Voting Requirement**

At any shareholders' meeting at which a quorum exists, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action constitute fifty percent (50%) or more of the votes of the voting group represented at the meeting, unless a greater affirmative vote is otherwise specifically required by these articles of incorporation or the Florida Business Corporation Law.

## **ARTICLE 8**

### **Action by Less-Than-Unanimous Consent**

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if consented to in writing by the holders of shares having voting power to cast at least the minimum number (or in the case of voting groups, the minimum numbers) of votes that would be necessary to authorize or to take the action at a meeting at which all shares entitled to vote were present and voted; provided, however, that action may not be taken pursuant to this Article 8 with respect to an election of directors for which shareholders may vote cumulatively.

## **ARTICLE 9**

### **Directors**

**Section 10.01. Number.** The initial board of directors shall consist of three members. The number of directors shall thereafter be specified by or fixed in accordance with the corporation's bylaws. In the absence of a bylaw specifying or fixing the number of directors, the number of directors shall be the number specified for the initial board of directors. The bylaws may provide for staggering the terms of the directors.

**Section 10.02. Names and Addresses.** The names and addresses of the corporation's initial board of directors are:

Shaun D. Little  
18690 S.W. 291st Street  
Homestead, Fl. 33030

Linda R. Little  
18690 S.W. 291st Street  
Homestead, Fl. 33030

Kendell E. Little  
18690 S.W. 291st Street  
Homestead, Fl. 33030

## **ARTICLE 11**

### **Restrictions on Transfer**

If the holders of any of the corporation's shares or other securities (collectively, the "corporation's securities") enter into one or more written agreements among themselves or among themselves and the corporation that impose limitations on the transfer of the corporation's

**ARTICLE 11 (cont.)**  
**Restrictions on Transfer**

securities or that otherwise provide for the purchase and sale of the corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

Dated: January 20, 2000.

I ACCEPT AS AGENT-

Linda R. Little  
Linda R. Little -REGISTERED AGENT  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 27 AM 7:45

FILED