PO/0000 17468

A PROFESSIONAL ASSOCIATION

ADMINISTRATIVE & GOVERNMENTAL LAW
TRIAL PRACTICE-PERSONAL INJURY
& WRONGFUL DEATH

I 408 NORTH PIEDMONT WAY GENERAL PRACTICE
TALLAHASSEE, FLORIDA 32312

February 14, 2001

24357 U.S. HIGHWAY 331 SOUTH SANTA ROSA BEACH, FLORIDA (1745)

(850) 622-5668

REPLY TO:

Santa Rosa Beach

Florida Secretary of State Corporations Division P. O. Box 6327 Tallahassee, Florida 32314

(850) 386-5569

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Attention: New Filings

Re: Article of Incorporation of Environmental Marine & Dredge, Inc.

Dear Ladies or Gentlemen:

Enclosed please find the original Articles of Incorporation for Environmental Marine & Dredge, Inc. for filing in your office.

I am enclosing my check no. 7189 in the amount of \$78.75 for your corporate filing fee and one certified copy of the filed articles. Please return the certificate and the certified copy to me at the Santa Rosa Beach address shown above.

Thank you for your attention to this request.

Yours very truly,

David Holder

JDH/dh enclosures

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01 FEB 15 AM 8: 44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL MARINE & DREDGE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons who are competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is ENVIRONMENTAL MARINE & DREDGE, INC., and its principal office address is 24453 U. S. Highway 331 South, Santa Rosa Beach, Florida 32459.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

BUSINESS PURPOSE

The general nature of the business to be transacted by this corporation is to engage in maritime dredging and marine construction, and any other activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue two hundred (200) shares of capital stock, all of which shares shall be common shares of the par value of one dollar (\$1.00) per share and each of which shall have the same rights and privileges.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 24357 U. S. Highway 331 South, Santa Rosa Beach, Florida 32459, and the initial registered agent is J. David Holder.

The designation as registered agent is hereby accepted by J. David Holder.

ARTICLE VI

INCORPORATORS

The name and address of the persons signing these Articles are:

Leslie W. Finley Post Office Box 1981

Santa Rosa Beach, Florida 32459

Thomas Stein

Post Office Box 4700

Santa Rosa Beach, Florida 32459

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two directors and two officers initially. The number of officers and directors may be increased by the By-laws. The name and address of the initial officers and directors are:

Leslie W. Finley
Post Office Box 1981
Santa Rosa Beach, Florida 32459
PRESIDENT and DIRECTOR

Thomas Stein
Post Office Box 4700
Santa Rosa Beach, Florida 32459
SECRETARY/TREASURER and DIRECTOR

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have executed these Articles of Incorporation on this 14 to day of February, 2001.

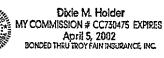
LESLIE W. FINLEY

THOMAS STEIN

STATE OF FLORIDA

COUNTY OF WALTON

NOTARY PUBLIC
My commission expires:



STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me, the undersigned authority, by Thomas Stein, who is personally known to me to be the person described herein, or who produced personally known as identification, on this _______ day of February, 2001

NOTARY PUBLIC
My commission expires:



Halder