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From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.
Account Number : I19990000118
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FLORIDA PROFT CORPORATION OR P.A.
HARBOR BRANCH HOLDINGS, INC.

FILED
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01 MAY 25 AM 10:53

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
HARBOR BRANCH HOLDINGS, INC.**

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ARTICLE I

The name of the corporation shall be **HARBOR BRANCH HOLDINGS, INC.**

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to invest in worthwhile proprietary entities engaged in activities including, but not limited to, ocean engineering, aquaculture, environmental studies and testing, administrative and management services; and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power

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to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 10,000 shares of common stock which shall have no par value and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 5600 U.S. Highway 1 North, Ft. Pierce, FL 34946, and the mailing address is 5600 U.S. Highway 1 North, Ft. Pierce, FL 34946.

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ARTICLE VI

The street address of the initial registered office of this corporation is 3355 Ocean Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is **WILLIAM J. STEWART**.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NameAddress**WILLIAM J. STEWART**

3355 Ocean Drive

Vero Beach, Florida 32963

ARTICLE VIII

The name and street address of the subscriber of this certificate of Articles of Incorporation and the number of shares of stock which each agrees to take is as follows:

NAMEADDRESSNO. OF SHARES**WILLIAM J. STEWART**

3355 Ocean Drive

1000

Vero Beach, Florida 32963

ARTICLE IX

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock of debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds or other securities convertible into or carrying option or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and

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any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold, or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of this corporation.

ARTICLE X

The power to alter or amend these articles of incorporation shall be as provided by Chapter 607, Florida Statutes (2000) or hereafter amended, however, in all events shall be vested in the shareholders. The power to adopt, alter, amend or repeal the by-laws is reserved to the shareholders.

ARTICLE XI

Special provisions for the regulation of this corporation are as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the by-laws.
2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by written consent of all the stockholders or directors as the case may be.
3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present future stockholders of the corporation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 25th day of May, 2001.

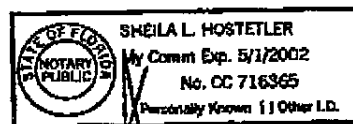
By: William J. Stewart
William J. Stewart

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared WILLIAM J. STEWART, who is personally known to me and who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of May, 2001.

Sheila L. Hostetler
Notary Public, State of Florida




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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **HARBOR BRANCH HOLDINGS, INC.**, and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


WILLIAM J. STEWART

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