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DEAN, RINGERS, MORGAN AND LAWTON

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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MICHAEL A. LOWE

ANDREW L. RINGERS +
OF COUNSEL

+++ ADMITTED TO THE DIST. OF COLUMBIA BAR
** ADMITTED TO THE ILLINOIS BAR

June 28, 2001

Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

RE: Articles of Incorporation - Physalia Ocean Sciences Int'l

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of the Articles of Incorporation of Physalia Ocean Sciences International, Inc. Also enclosed is the firm's check in the amount of \$78.75 for the filing fee. Please record the Articles and return a copy of same indicating they were recorded. If you have any questions, please do not hesitate to contact my assistant, Rebecca.

Thank you in advance for your assistance in this regard.

Very truly yours,

Douglas T. Noah

DOUGLAS T. NOAH

DTN:rc

Enclosures: As stated

Signed in Mr. Noah's absence
to avoid delay.

FILED
01 AUG -3 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-3-01
10781
WC

ARTICLES OF INCORPORATION
OF
PHYSALIA OCEAN SCIENCES INTERNATIONAL, INC.

We, the undersigned, the subscribers to these Articles of Incorporation, being persons of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Physalia Ocean Sciences International, Inc.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall begin at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$1.00 per share and shall consist of one class only.

FILED
01 AUG -3 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The street and mailing address of the initial principal office of this corporation is Capital Plaza I, Suite 1200, 201 E. Pine Street, Orlando, FL 32801.

ARTICLE VI

The initial registered agent of this corporation shall be Douglas T. Noah, Capital Plaza I, Suite 1200, 201 E. Pine Street, Orlando, FL 32801.

ARTICLE VII

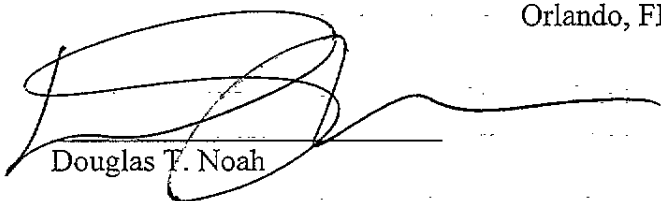
The number of directors constituting the initial board of directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders. The name and street address of the directors of this corporation who shall hold office for the first year or until his successor is chosen shall be:

Michael D. Noah
Beugun Zama Kichi, Bldg. 956-C
Sagamihara-shi, Konagawa-Ken 228-8920.

ARTICLE VIII

The name and address of the incorporators to these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------|------------------------------------------------------------------------|
| Douglas T. Noah | Capital Plaza I, Suite 1200 201 E. Pine Street Orlando, FL 32801 |


Douglas T. Noah

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of ~~June~~^{July}, 2001 by Douglas T. Noah who is personally known to me or who produced _____ as identification and who did take an oath.

~~June~~^{July} WITNESS my hand and official seal in the County and State last aforesaid this 10th day ~~June~~^{July}, 2001.

Danene M. Verner
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT


I, DOUGLAS T. NOAH, am familiar with and do hereby accept the office of Registered Agent of the corporation known as Physalia Ocean Sciences International, Inc.


DOUGLAS T. NOAH

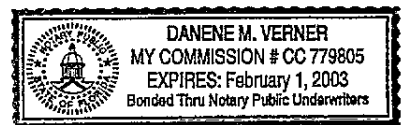
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NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA