

Division of Corporations

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Florida Department of State  
Division of Corporations  
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OCEANTECH ENTERPRISES, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is:

OCEANTECH ENTERPRISES, INC.

2. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

Name

The name of this corporation is OCEANTECH ENTERPRISES, INC. (the "Corporation").

ARTICLE II

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share.

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#### ARTICLE IV

##### Address

The address of the principal office of the Corporation and its mailing address is 1865 N.W. 97<sup>th</sup> Avenue, Doral, Florida 33172.

#### ARTICLE V

##### Registered Office and Agent

The street address of the registered office of this Corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, and the name of the registered agent at such address is John H. Friedhoff.

#### ARTICLE VI

##### Board of Directors

The Corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the Corporation.

#### ARTICLE VII

##### Shareholders

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders. The original sole shareholder of the Corporation transferred all of its 1,000 shares in the Corporation on April 18, 2005. Future shareholder(s) shall be evidenced by share certificates.

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## ARTICLE VIII

### Indemnification

(a) The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another Corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the Corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. The foregoing Amended and Restated Articles were adopted by all of the shareholders and directors of the Corporation on September 15, 2009 in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as its duly authorized officer this 15th day of September, 2009

  
\_\_\_\_\_  
Sergio Ferreira, President

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ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



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John W. Friedhoff

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