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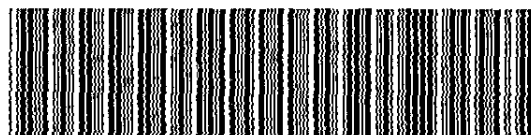
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FILED
03 NOV 14 PM 9:05
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

Arstart
T. Lewis 11/19/03

DOUGLASS A. PERSON, CPA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

November 3, 2003

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Downey Marine Consulting, Inc.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Amended and Restated to Articles of Incorporation for Downey Marine Consulting, Inc.

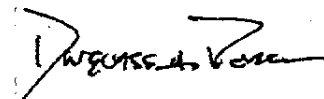
Also enclosed is a check in the amount of \$43.75 for the following fees incurred with same:

Filing Fee.....	\$35.00
Certified Copy.....	<u>8.75</u>
Total.....	<u>\$43.75</u>

Please return a copy of the Amended and Restated Articles to 1413 South Patrick Drive, Suite 7, Indian Harbour Beach, FL 32937.

If you have any questions regarding the above, please do not hesitate to contact me. I thank you for your attention to this matter.

Sincerely,
DOUGLASS A. PERSON, CPA, P.A.


Douglass A. Person

DAP/dlk
Enclosures

1413 South Patrick Drive • Suite 7 • Indian Harbour Beach, FL 32937 • Call (321) 779-2112 • Fax (321) 779-0501

MEMBER FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
MEMBER NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS
MEMBER FLORIDA SOCIETY OF ACCOUNTING AND TAX PROFESSIONALS, INC.
MEMBER NATIONAL ASSOCIATION OF TAX PRACTITIONERS

**ARTICLES OF AMENDED AND RESTATED
TO
ARTICLES OF INCORPORATION
OF
DOWNEY MARINE CONSULTING, INC.**

FILED
03 NOV 14 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation adopts the following Articles of Amended and Restated to its Article of Incorporation.

ARTICLE I – NAME

The name of this corporation is Downey Marine Consulting, Inc. and is located at 101 Mayaca Drive, Indian Harbour Beach, FL 32937 and the mailing address is the same.

ARTICLE II – DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III – PURPOSE

The nature of the business or purpose to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV – STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 Mayaca Drive, Indian Harbour Beach, FL 32937 and the name of the initial registered agent of this corporation at that address is Trina W. Downey.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of each director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Downey	101 Mayaca Drive Indian Harbour Beach, L 32937
Trina W. Downey	101 Mayaca Drive Indian Harbour Beach, L 32937

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

Trina W. Downey

ADDRESS

101 Mayaca Drive
Indian Harbour Beach, FL 32937

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI – COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the

indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV – ADOPTION OF AMENDMENT

The amendments were adopted by the incorporators without shareholders action and shareholder action was not required.

Signed this 31 day of October, 2003.

Signature: Trina W. Downey

Trina W. Downey
(Typed or printed name of person signing)

Vice President
(Title of person signing)