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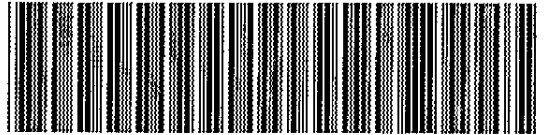
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

gjg

ARTICLES OF INCORPORATION
OF
PBE OCEANOGRAPHIC INTERNATIONAL, INC.

FILED
03 SEP 30 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this corporation shall be **PBE OCEANOGRAPHIC INTERNATIONAL, INC.**

ARTICLE II

The principal office and mailing address of the Corporation is P.O. Box 17067, West Palm Beach, FL 33416.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in providing private consulting, oceanographic and related scientific research and engineering.

To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional legal services.

To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 420 Clematis Street, 2nd Floor, West Palm Beach, FL 33401; and the initial Registered Agent of this Corporation at that address is **NARDA E. BUTNER, C.P.A.**

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is two (2), whose names and addresses are as follows:

PAUL E. MARKOWITZ
4014 Gun Club Road
West Palm Beach, FL 33406

ELLYN M. BROWER
4014 Gun Club Road
West Palm Beach, FL 33406

ARTICLE VIII

The name and address of the Incorporator is as follows:

PAUL E. MARKOWITZ
P.O. Box 17067
West Palm Beach, FL 33416

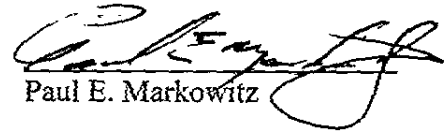
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of **PBE OCEANOGRAPHIC INTERNATIONAL, INC.**, for the uses and purposes aforesaid this 25 day of Sept., 2003.


Paul E. Markowitz

STATE OF FLORIDA
COUNTY OF PALM BEACH

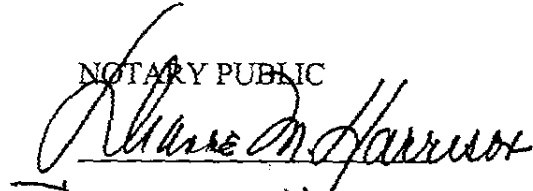
The foregoing instrument was acknowledged before me this 25th day of September, 2003, by **PAUL E. MARKOWITZ.**

(SEAL)



Dianne M. Harrison
My Commission DD229398
Expires October 28, 2007

NOTARY PUBLIC



DIANNE M. HARRISON

(Print Name)

My commission expires 10-24-07

Commission No.: _____

Personally Known OR Produced Identification

Type of identification Produced M623-685-52-265-0

FL Drivers License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

PBE OCEANOGRAPHIC INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the town of Palm Beach, County of Palm Beach, State of Florida, has named Narda E. Butner, C.P.A., P.A., located at 420 Clematis Street, 2nd Floor, West Palm Beach, FL 33480, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 25th day of September, 2003.

NARDA E. BUTNER, C.P.A., P.A.

By: Narda E. Butner
Narda E. Butner, C.P.A.