

**P03000119505**

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**down under marine management, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF**  
**Down Under Marine Management, Inc.**

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is Down Under Marine Management, Inc.

**ARTICLE TWO**

Corporate existence is perpetual.

**ARTICLE THREE**

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The corporation shall have the authority to issue 500 shares, all in one class, \$1.00 per value.

**ARTICLE FIVE**

The address of its initial registered office in 1320 S. Dixie Highway, Suite 1045, Coral Gables, FL 33146 and the name of its initial registered agent is Alan K. Marcus, Esquire. The initial Registered Agent who by his signature below accepts this appointment of Registered Agent for service of process on this corporation.

  
As Registered Agent

The principal office and mailing office of the corporation shall be 1756 N. Bayshore Dr., Suite 25D, Miami, FL 33132.

**ARTICLE SIX**

The number of directors constituting the initial Board of Directors are two (2), whose name and address is:

Nathan Eastaugh  
Andrea Eastaugh

1756 N. Bayshore Dr., Suite 25D, Miami, FL 33132  
1756 N. Bayshore Dr., Suite 25D, Miami, FL 33132

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FILED  
03 OCT 24 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

03 OCT 26 AM 8:37

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TALLAHASSEE, FLORIDA

TOTAL P.03

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**ARTICLE SEVEN**

The name and address of the incorporator is Nathan Eastaugh at 1756 N. Bayshore Dr., Suite 25D, Miami, FL 33132.

**ARTICLE EIGHT**

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 23 day of October, 2003.

  
Nathan Eastaugh

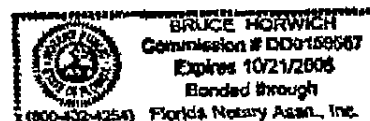
STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Nathan Eastaugh who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 23 day of October 2003.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 10/2006



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