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DATE 01/07/04 BY 01016

Joseph A. Cavanaugh
3722 Longford Circle
Ormond Beach, Fl. 32174

January 1 , 2004

Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Fl. 32399

SUBJECT: TROPICAL ABALONE COMPANY

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for Eighty Seven & 50/100 Dollars (\$ 87.50) for Filing Fees and a Certified Copy & Certificate of Status for the subject incorporation.

From: Joseph A. Cavanaugh
3722 Longford Circle
Ormond Beach, Fl. 32174

Telephone: 386-671-0808

**ARTICLES OF INCORPORATION
OF
TROPICAL ABALONE COMPANY**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby submits these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida..

ARTICLE I - NAME. The name of the Corporation is Tropical Abalone Company.

ARTICLE II - PRINCIPAL OFFICE. The principal office and mailing address for the Corporation is:

Tropical Abalone Company
Harbor Branch Oceanographic Institute
5600 US 1 North
Ft. Pierce, Fla. 34946

ARTICLE III - PURPOSE. This Corporation is organized to develop and engage in consulting and advisory services work in connection with the organization, development, operation, management and performance of industrial and commercial business enterprises including commercial abalone production and marketing, and To manage, provide management or supervise all or part of any business enterprise.

To contract or arrange with any corporation, association, partnership or individual for management, conduct, operation, and supervision of all kinds of activities and businesses. To advertise, promote, merchandise, and otherwise sell the services authorized herein. To enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means; and to acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or

management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation, and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV - SHARES. The maximum number of shares of stock authorized to be issued by this Corporation is one million (1,000,000) shares of capital stock.

ARTICLE V - INITIAL OFFICERS/DIRECTORS. This Corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address for the initial Director of this Corporation is:

Joseph Cavanaugh
3722 Longford Circle
Ormond Beach, Fl. 32174

ARTICLE VI - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII - AMENDMENT. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

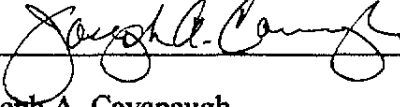
ARTICLE VIII - INCORPORATORS. The name and address of the person signing these

Articles of Incorporation is:

Joseph A. Cavanaugh

3722 Longford Circle

Ormond Beach, Fl. 32174



Joseph A. Cavanaugh

1-4-04

Date

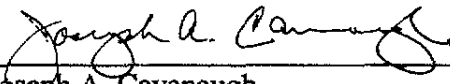
ARTICLE IX - REGISTERED AGENT. The name and Florida street address of the

Registered Agent for this Corporation is:

Joseph A. Cavanaugh

3722 Longford Circle

Ormond Beach, Fl. 32174



Joseph A. Cavanaugh

1-4-04

Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA