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TALAMASSEE, T.C. 002

1-2-5/10



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 126609 7304793

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 6, 2005

ORDER TIME : 10:01 AM

ORDER NO. : 126609-005

CUSTOMER NO: 7304793

CUSTOMER: Deborah Stander
Steiner Management Services
Llc
Suite 200
770 South Dixie Highway
Coral Gables, FL 33146

DOMESTIC FILING

NAME: STEINER TRANSOCEAN U.S., INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
STEINER TRANSOCEAN U.S., INC.**

FILED
05 JAN -6 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is STEINER TRANSOCEAN U.S., INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 770 South Dixie Highway, Suite 200, Coral Gables, Florida 33132.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 770 South Dixie Highway, Suite 200, Coral Gables, Florida 33146. The name of the Corporation's initial registered agent at that office is Gladys Rodriguez.

**ARTICLE V
INCORPORATOR**

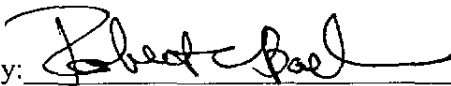
The name and street address of the incorporator of the Corporation is Robert C. Boehm, 770 South Dixie Highway, Suite 200, Coral Gables, Florida 33146.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or any person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of January, 2005.

By: _____

A handwritten signature in black ink, appearing to read "Robert C. Boehm", written over a horizontal line.

Robert C. Boehm
Incorporator

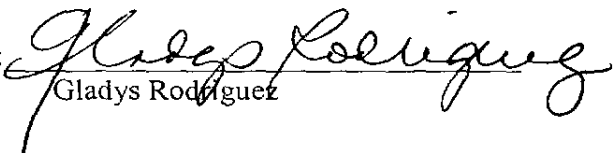
**CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of STEINER TRANSOCEAN U.S., INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named a registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of January, 2005.

By:


Gladys Rodriguez