

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**May 12 1997 8:00am**  
**Secretary of State**

|                                                    |                                                                                   |                                                                                                           |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

**DOCUMENT # P94000058447 (1)**  
 1. Corporation Name  
**UNDERSEA OPERATIONS, INC.**



|                                                                                           |                                                                           |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Principal Place of Business<br><b>1850 S OCEAN BLVD<br/>POMPANO BEACH FL 33062<br/>US</b> | Mailing Address<br><b>401 SE 15TH AVE<br/>POMPANO BEACH FL 33060-7625</b> |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|

|                                                        |                        |                                                                                                                                                  |                                       |
|--------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 3. Date Incorporated or Qualified<br><b>08/08/1994</b> |                        | 3a. Date of Last Report<br><b>05/01/1996</b>                                                                                                     |                                       |
| 2. Principal Place of Business                         | 2a. Mailing Address    | 4. FEI Number<br><b>65-0517144</b>                                                                                                               | Applied For<br>Not Applicable         |
| 21 Suite, Apt. #, etc.                                 | 26 Suite, Apt. #, etc. | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                        | <b>\$8.75</b> Additional Fee Required |
| 22 City & State                                        | 27 City & State        | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                  | <b>\$5.00</b> May Be Added to Fees    |
| 23 Zip Country                                         | 28 Zip Country         | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |                                       |
| 24                                                     | 25                     | 29                                                                                                                                               | 30                                    |

|                                                                          |  |                                                       |                       |
|--------------------------------------------------------------------------|--|-------------------------------------------------------|-----------------------|
| 9. Name and Address of Current Registered Agent                          |  | 10. Name and Address of New Registered Agent          |                       |
| <b>HALPRIN, BARBARA F<br/>401 SE 15TH AVE<br/>POMPANO BEACH FL 33060</b> |  | 81 Name                                               |                       |
|                                                                          |  | 82 Street Address (P.O. Box Number is Not Acceptable) |                       |
|                                                                          |  | 83                                                    |                       |
|                                                                          |  | 84 City                                               | <b>FL</b> 85 Zip Code |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOT: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                              |
|----------------------------|---------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>P HALPIN, MICHAEL R</b>      | 1.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>401 SE 15TH AVE</b>          | 1.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>POMPANO BEACH FL</b>         | 1.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>VP HALPIN, BARBARA F</b>     | 2.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>401 SE 15TH AVE</b>          | 2.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>POMPANO BEACH,</b>           | 2.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE | 3.1 TITLE                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>ST FLYNN, DAVID H</b>        | 3.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>4011 SE 15TH AVE</b>         | 3.3 STREET ADDRESS                                    | <b>401</b>                                                                   |
| CITY-ST-ZIP                | <b>POMPANO BEACH FL</b>         | 3.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |                                 | 4.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                                 | 4.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                |                                 | 4.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |                                 | 5.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                                 | 5.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                |                                 | 5.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |                                 | 6.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                                 | 6.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                |                                 | 6.4 CITY-ST-ZIP                                       |                                                                              |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Michael R Halpin (P)* 4/30/97 954-7874938

CF2E034 (9/96)