

WILLIAM E. GUY, JR.  
ATTORNEY AT LAW  
55 EAST OCEAN BOULEVARD  
POST OFFICE BOX 3346  
STUART, FLORIDA 34995-3346  
(407) 26-7372

P4500000711

December 30, 1994

via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Marty Merolla Certified Marine Surveyor, Inc.

Dear Sir or Madam:

Enclosed is the fully executed original Articles of Incorporation of Marty Merolla Certified Marine Surveyor, Inc. for filing at this time. A check in the amount of \$122.50 is enclosed for the filing fees, along with a copy of the Articles of Incorporation for certification and return. A self-addressed, stamped envelope is enclosed for your convenience.

Thank you very much for your attention to this matter.

Sincerely,

Dictated by W.E. Guy, Jr.  
but mailed in his absence  
to avoid delay.

William E. Guy, Jr.

WEG/mh

Enclosures: Original & 1 copy Articles of Incorporation  
\$122.50 filing fee, check no. 8004  
Self-addressed, stamped envelope

cc: Mr. Matthew Merolla

FILED  
95 JAN -3 11 3 42  
TALLAHASSEE, FLA.

1445

DK

95  
11/15/85  
11/15/85

ARTICLES OF INCORPORATION  
OF  
MARTY MEROLLA CERTIFIED MARINE SURVEYOR, INC.

The undersigned, for the purpose of having formed a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is: MARTY MEROLLA CERTIFIED MARINE SURVEYOR, INC.

ARTICLE TWO - DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the Corporation authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE FIVE - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial Registered Office and principal office of the Corporation is 4300 SE St. Lucie Boulevard, #128, Stuart, Florida

34997 and the name of its initial Registered Agent at that address is MATTHEW MEROLLA.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased and elected from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Matthew Merolla  
4300 SE St. Lucie Boulevard, #128  
Stuart, FL 34997

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator is as follows:

Matthew Merolla  
4300 SE St. Lucie Boulevard, #128  
Stuart, FL 34997

ARTICLE EIGHT - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE NINE - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### ARTICLE TEN - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE ELEVEN - TRANSFER RESTRICTIONS

Before there can be a valid transfer of any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares

to the Corporation and then to the other holders of common shares in the following manner:

A. Such offering Shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within ten (10) days thereafter, the Corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the Corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the Corporation fail to purchase the shares at the expiration of the ten (10) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail or deliver to each of the other common Shareholders of record a copy of the notice given by the Shareholder to the Secretary. Such notice may be delivered to the Shareholders personally, delivered by facsimile transmission, or may be mailed to them at their last known address as such address may appear on the books of the Corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the Shareholders, any such Shareholder or Shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price again .very of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering Shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all Shareholders desiring to purchase the shares.

C. If all the shares to be sold or transferred are not disposed of under such apportionment, each Shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the Shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the Shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

#### ARTICLE TWELVE - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors.

#### ARTICLE THIRTEEN - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any

right conferred upon the Shareholders is subject to this reservation.

ARTICLE FOURTEEN - "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

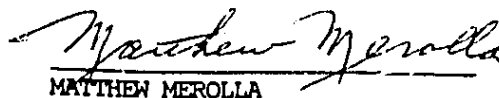
ARTICLE FIFTEEN - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

ARTICLE SIXTEEN - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is January 1, 1995.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30th day of December, 1994.

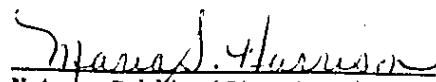
  
MATTHEW MEROLLA

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

BEFORE ME, the undersigned authority, personally appeared MATTHEW MEROLLA, who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of December, 1994.

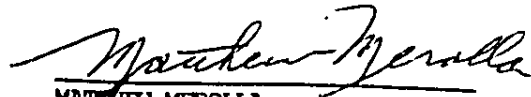


  
Notary Public (Signature)  
MARIA S. HARRISON  
Typed, Printed or Stamped Name  
CC 338139 Exp. 12/26/97  
Commission No./Expiration Date

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of  
MARTY MEROLLA CERTIFIED MARINE SURVEYOR, INC., which is contained in the  
foregoing Articles of Incorporation.

DATED this 30th day of December, 1994.

  
MATTHEW MEROLLA

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JAN 3 1995  
FEB 3 1995  
FEB 3 1995