Document Number Only

P95000013029

C T CORPORATION SYSTEM
Requestor's Name

1311 Executive Center Drive, Ste. 200
Address

Tallahassee, FL. 32301 (904) 656-0298
City State Zip Phone

027[5795 -01051 --020
*****70.00 *****70.00

CORPORATION(S) NAME

[illegible] Holdings, Inc.

(x) Profit Artcles
( ) NonProfit
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution/Withdrawal
( ) Mark
( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fictitious Name
( ) Certified Copy
( ) Photo Copies
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( ) Call When Ready
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( ) Mail Out
( ) Call if Problem
( ) Will Wait
( ) After 4:30
(x) Pick Up

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Document Examiner	DMC 2/15/95
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Verifier	
Acknowledgment	
W.P. Verifier	

2/15/95
3 cc

W95-3544

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95 FEB 15 PH 3:52
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

C T CORPORATION SYSTEM
1311 EXECUTIVE CENTER DR
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: HVIDE HOLDINGS, INC.
Ref. Number: W95000003544

We have received your document for HVIDE HOLDINGS, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00006875

will wait

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED
95 FEB 15 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HVIDE HOLDINGS, INC.

Article I - Name

The name of the corporation is HVIDE HOLDINGS, INC.

Article II - Duration

The corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the following purposes:

(a) To design, manufacture, buy, sell, lease, operate, manage, and generally deal in boats and watercraft of all kinds, and to design, manufacture, buy and sell and generally deal in engines, realtors, and all other equipment and accessories necessary for the successful operation of any of the above.

(b) To construct, purchase, lease, or otherwise acquire, equip, maintain, utilize, and operate shops, buildings, wharves, piers, docks, drydocks, and all conveniences, machinery, appliances, and equipment suitable or necessary for the business of building boats and watercraft of all kinds; to build, construct, design, repair, alter, buy, sell, import, export, exchange, operate, manage, and otherwise deal and traffic in boats and watercraft of every description; also, boilers, engines, motors, dynamos, pumps, tools, machinery, and appliances of all and any kinds entering into or pertaining to the construction or equipment thereof.

(c) To manufacture, purchase or otherwise acquire and to own, lease, operate, manage, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every class, kind and description and, generally, to transact any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of capital stock of the par value of One Dollars ($1.00) each which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **2200 Eller Drive, Bldg. 27, P. O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316**, and the name of the initial registered agent of this corporation at that address is **Gene Douglas.**, this is the principal place of business.

Article VI - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as determined by the bylaws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

J. Erik Hvide, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316

Gerald Farmer, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316

Eugene F. Sweeney, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316

Article VII - Incorporator

The name and address of the person signing these Articles is:

Gene Douglas, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida, 33316.

Article VIII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article IX - Bylaws

The bylaws of this corporation may be adopted, altered, amended or appealed by either the board of directors of the shareholders. Any bylaws adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the board of directors, in which case such provisions may be amended, altered, or repealed only by the shareholders.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of February, 1995. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GENE DOUGLAS
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknolwedgements in the State and County set forth above, personally appeared **GENE DOUGLAS**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of February, 1995.

OFFICIAL NOTARY SEAL
TANA M BIEKER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC283216
MY COMMISSION EXP. MAY 4,1997

Tana M. Bieker
Notary Public, State of Florida
At Large Tana Marie Bieker

My Commission Expires: 5 4 97
ss95082.art

Document Number Only

P95000013029

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

900002174859--6
-05/12/97--01058--021
*****35.00 *****35.00

CORPORATION(S) NAME

Amended & Restated Articles Name Change

Hvide Holdings, Inc.

change name to:

Seabulk Offshore International, Inc.

97 MAY 16 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

() Profit
() NonProfit
() Limited Liability Company
() Foreign

(✓) Amendment
() Dissolution/Withdrawal

() Merger
() Mark

() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy

() Annual Report
() Reservation
() Photo Copies

() Other
() Change of R.A.
() Fictitious Name
() CUS

() Call When Ready
(●) Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:30
(●) Pick Up

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Updater	DDM
Verifier	DDM
Acknowledgment	DDM
W.P. Verifier	DDM

5-12-96

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DIVISION OF CORPORATIONS

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CC672

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 MAY 15 PM [illegible]
DIVISION OF CORPORATION

May 12, 1997

From:
CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: HVIDE HOLDINGS, INC.
Ref. Number: P95000013029

We have received your document for HVIDE HOLDINGS, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

To:
Annette Hogan
Corporate Specialist

Letter Number: 797A00025288

Walk-In
Pick-Up 3:00 Today Please
5-16-97
Thanks, Melanie

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CERTIFICATE

The undersigned, Gene Douglas, Vice President - Legal, General Counsel and Secretary of Hvide Holdings, Inc. (the "Company"), does hereby certify that:

1. Attached hereto is an original of the Amended and Restated Articles of Incorporation of the Company, to be filed with the Secretary of State of the State of Florida; and

2. Such Amended and Restated Articles of Incorporation have been duly and unanimously adopted by the Board of Directors of the Company, and do not contain any amendment requiring the approval of the shareholders of said corporation.

IN WITNESS WHEREOF, I have hereunto signed my name this 15th day of May, 1997.

HVIDE HOLDINGS, INC.

By: Gene Douglas
Vice President - Legal & General Counsel
and Secretary

kd97002.cer

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

HVIDE HOLDINGS, INC.

FILED
97 MAY 16 AM 3 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being a Vice President of Hvide Holdings, Inc., does hereby make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation ("Articles of Incorporation") for the purpose of continuing a corporation under the Florida Business Corporation Act.

Article I - Name

The name of the corporation (hereinafter referred to as the "Corporation") is SEABULK OFFSHORE INTERNATIONAL, INC.

Article II - Duration

The Corporation shall have perpetual existence.

Article III - Purpose

The Corporation is organized for the following purposes:

(a) To own, buy, sell, lease, charter, bareboat charter, operate, manage, mortgage, hypothecate, contract, engage agents, branch agents and other arrangements and otherwise deal with and generally deal in boats and watercraft of all kinds, and to buy and sell and generally deal in all equipment, material and accessories necessary for the successful operation of any of the above, all in any and all locations throughout the world.

(b) To construct, purchase, lease, or otherwise acquire, equip, maintain, utilize, and operate offices, shops, buildings, wharves, piers, docks, drydocks, and all conveniences, machinery, appliances, and equipment suitable or necessary for the business set forth in subsection (a) above and in relation to boats and watercraft of all kinds; to build, construct, design, repair, alter, buy, sell, import, export, exchange, operate, manage, and otherwise deal and traffic in boats and watercraft of every description; also, boilers, engines, motors, dynamos, pumps, tools, machinery, and appliances of all and any kinds entering into or pertaining to the operation, construction or equipment thereof.

(c) To manufacture, purchase or otherwise acquire and to own, lease, operate, manage, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every class, kind and description and, generally, to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article IV - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of capital stock of the par value of One Dollar ($1 00) each which shall be designated "Common Shares".

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316**, and the name of the initial registered agent of this corporation at that address is **Gene Douglas**. The address of the principal place of business is the same.

Article VI - Initial Board of Directors

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as determined by the bylaws but shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are:

> J. Erik Hvide, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316
>
> John H. Blankley, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316
>
> Eugene F. Sweeney, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida 33316

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

> Gene Douglas, 2200 Eller Drive, Bldg. 27, Fort Lauderdale, Broward County, Florida, 33316.

Article VIII - Indemnification

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

Article IX - Bylaws

The bylaws of the Corporation may be adopted, altered, amended or appealed by either the board of directors or the shareholders. Any bylaws adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the board of directors, in which case such provisions may be amended, altered, or repealed only by the shareholders.

Article X- Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ___ day of May, 1997. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GENE DOUGLAS
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **GENE DOUGLAS**, known to me and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed those Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of May 1997.

Karen Senior
Notary Public, State of Florida
At Large

My Commission Expires: 6/30/2000

OFFICIAL NOTARY SEAL
KAREN SENIOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC563575
MY COMMISSION EXP. JUNE 30,2000

kd97001.art