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# ARTICLES OF INCORPORATION OF SEAVIEW RESEARCH, INC.

(a Florida corporation)

FILED 95 APR 18 PM 3:36 SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### **ARTICLE 1 - NAME**

The name of the Corporation is SEAVIEW RESEARCH, INC. (hereinafter called the "Corporation").

#### ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock, par value \$.001 per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment.

#### ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 7901 Ludlam Road, Miami, Florida 33143.

#### ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is Stuart I. Harris.

# ARTICLE V - SPECIAL MEETINGS OF SHAREHOLDERS

Except as otherwise required by law, special meetings of the shareholders of the Corporation may be called only by (i) the Board, upon resolution duly adopted by a majority of the members of the Board, (ii) any person authorized in the Bylaws of the Corporation or (iii) the holders of at least fifty percent (50%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

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# ARTICLE VI - SHAREHOLDER ACTION BY WRITTEN CONSE'S I

Any action required or permitted to be taken at any annual or special meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such matter having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted.

### ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Keith Wasserstrom.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

# ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for mone ary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### ARTICLE XI - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

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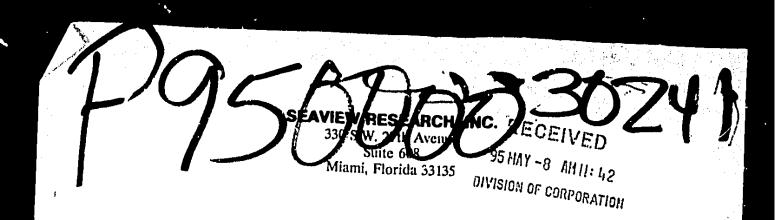
IN WITNESS WHEREOF, the incorpor as executed these Articles of Incorporation of SeaView Research, Inc. this 17 ... ay of April, 1995.

Keith Wasserstrom Incorporator

#### CONSENT OF REGISTERED AGENT OF SEAVIEW RESEARCH, INC.

The undersigned, Keith Wasserstrom, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of SEAVIEW RESEARCH, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Keith Wasserstrom Registered Agent



May 5, 1995

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314-6327

Re: Seaview Research, Inc.

Corporation Document No. P95000030241

Dear Sir or Madam:

Please accept this letter as your authorization to change your records to reflect the new principal place of business and mailing address of the above referenced corporation as follows:

330 S.W. 27th Avenue Suite 608 Miami, Florida 33135

If you should have any questions, please feel free to call me at (305) 649-2777.

Sincerely,

Stuart I. Harris

President

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