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JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

P95000036266

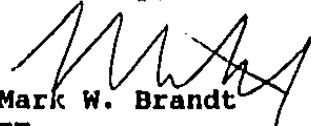
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/08/95--01161--011
***122.50 ***122.50

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Palmer Marine, Inc., and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

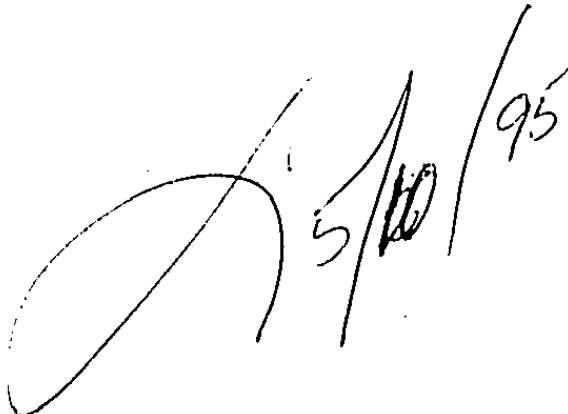
Sincerely,


Mark W. Brandt
cm

Enclosures

cc: Charles Palmer

FILED
95 MAY -8 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


5/10/95

**ARTICLES OF INCORPORATION
OF
PALMER MARINE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **PALMER MARINE, INC.**, and its street address is 697 Anclote Road, Tarpon Springs, Florida 34689.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to operate a fishing and sponge diving business along with ancillary marine activities and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 697 Ancloste Road, Tarpon Springs, Florida 34689, and the name of the registered agent of this corporation at that address is Charles R. Palmer.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Charles R. Palmer 697 Ancloste Road
Tarpon Springs, FL 34689

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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Post Office Box 1178
595 Main Street
Dunedin, FL 34698

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

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

ARTICLE XXI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the

Internal Revenue Code;

4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of MAY, 1995.


CHARLES R. PALMER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1 day of May, 1995, by CHARLES R. PALMER, who is personally known to me or who has produced Charles's license as identification.


Notary Public

My Commission Expires:



CANDACE BELL GLEWEN
My Commission CC314866
Expires Sep. 1, 1997

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CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **PALMER MARINE, INC.** desiring to
organize or qualify under the laws of the State of Florida, with
the principal place of business at 697 Ancloste Road in the City
of Tarpon Springs, Florida 34689, has named **CHARLES R. PALMER** as
its resident agent to accept service of process within Florida.

Signature: Charles R. Palmer

Title: PRESIDENT

Date: MAY 1, 1945

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: Charles R. Palmer

Date: May 1, 1945

FILED
JUN 8 AM 9:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

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