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TRANSMITTAL LETTER

FILED
95 JUN 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

200001528172
-06/30/95--010/1--005
***122.50 ***122.50

SUBJECT: Marine Education and Research Specialties, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy
Additional Copy Required

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Randy James Runnels
Name (printed or typed)

2620 Sunset Drive
Address

Tampa, Florida 33629
City, State & Zip

(813) 254-2207
Daytime Telephone number

RRJ

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Marino Education and Research Specialties, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2620 Sunset Drive, Tampa, Florida 33629

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Randy James Runnels
2620 Sunset Drive
Tampa, Florida 33629

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Randy James Runnols
2820 Sunset Drive
Tampa, Florida 33620

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of June, 19 95.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Marine Education and Research Specialties, Inc.

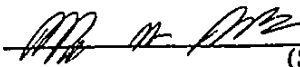
2. The name and address of the registered agent and office is:

Randy James Runnels
(NAME)

2620 Sunset Drive
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33629
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6-29-95
(DATE)