

195000073728

ROBERT J. MORRIS, JR.

ATTORNEY AT LAW  
35 WEST LEMON STREET  
TAMPA SPRINGS, FLORIDA 34609

TEL (813) 942-9691

FAX (813) 937-5450

September 21, 1995

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

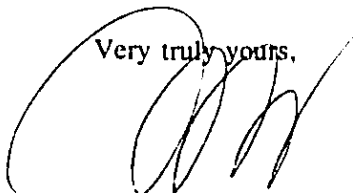
RECEIVED  
SEP 22 1995  
TALLAHASSEE, FLORIDA  
122.50 122.50

Re: River/Ocean Systems Corporation

Please find enclosed Articles of Incorporation for the above corporation, and check in the amount of \$122.50 for filing the Articles, Registered Agent designation, and a certified copy of the Articles.

Thank you.

Very truly yours,



Robert J. Morris, Jr.

RJM/alp  
Enclosures

FILED  
95 SEP 22 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ST-57-95  
002  
09-20-95

FILED

ARTICLES OF INCORPORATION  
OF  
RIVER/OCEAN SYSTEMS CORPORATION

95 SEP 22 PM 12:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

The name of the corporation is RIVER/OCEAN SYSTEMS CORPORATION

## ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE III

The duration of the corporation shall be perpetual.

## ARTICLE IV

The principal place of business of the corporation shall be 1201 Oakfield Drive, Suite 104, Brandon, FL 33511, and the mailing address shall be 1201 Oakfield Drive, Suite 104, Brandon, FL 33511.

## ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue is 100 shares. All such shares shall be of a single class, designated as common.

## ARTICLE VI

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE VII

The corporation elects to have preemptive rights.

## ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

## ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE XI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

William H. Young, President/Secretary/Treasurer  
1201 Oakfield Drive, Suite 104, Brandon, FL 33511

## ARTICLE XII

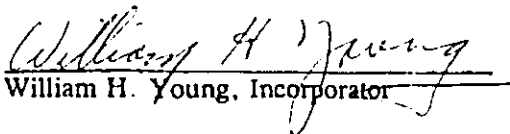
The initial registered agent of the corporation is Robert J. Morris, Jr., 35 W. Lemon Street, Tarpon Springs, FL 34689.

## ARTICLE XIII

The name and address of the incorporator of the corporation is William H. Young, 1201 Oakfield Drive, Suite 104, Brandon, FL 33511.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: September 21, 1995

  
William H. Young, Incorporator

FILED

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

95 SEP 22 PM 12:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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:

RIVER/OCEAN SYSTEMS CORPORATION

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

Robert J. Morris, Jr.  
35 W. Lemon Street  
Tarpon Springs, FL 34689

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: 

ROBERT J. MORRIS, JR.

DATED: September 11, 1995