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SMITH, GRIMSLEY, BAUMAN, PINKERTON,  
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ATTORNEYS AND COUNSELLORS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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FORT WALTON BEACH, FLORIDA 32549

FILED

96 JAN 11 PM 2:50

SECRET  
TALLAHASSEE

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\*BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
\*\*ALSO ADMITTED IN ALABAMA

January 8, 1996

Secretary of State  
Corporations Division  
P. O. Box 6327  
Tallahassee, FL 32301

400001686894  
-01/11/96--01056--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Aqua Tech Marine Construction, Inc.

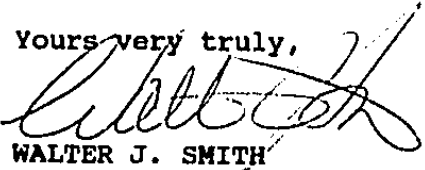
Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Our check is also enclosed for the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

If you have any questions, please feel free to contact me. I would appreciate your returning a conformed copy of the Articles at your earliest convenience.

Yours very truly,

  
WALTER J. SMITH

WJS/aw

Encls.

1-16-96  
JH

ARTICLES OF INCORPORATION  
OF  
AQUA TECH MARINE CONSTRUCTION, INC.

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FLORIDA

Article I - Name

The name of this corporation is AQUA TECH MARINE CONSTRUCTION, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par 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 already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 86 Berwick Circle, Shalimar, FL 32579, and the name of the initial registered agent of this corporation at that address is DONNY WATSON, who states he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and his signature appears hereafter.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

DONNY WATSON  
86 Berwick Circle  
Shalimar, FL 32579

Article VIII - Incorporators

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

DONNY WATSON  
86 Berwick Circle  
Shalimar, FL 32579

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

DONNY WATSON        -        2,000 Shares

Article XI - Indemnification

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

Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

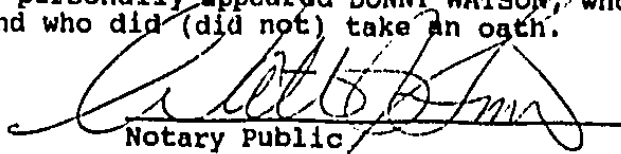
It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 8<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
DONNY WATSON, Subscriber

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, this 8th day of January, 1996, personally appeared DONNY WATSON, who is personally known to me and who did (did not) take an oath.

  
Notary Public  
Typed Name.....

Commission No.  
My Commission Expires:



WALTER J. SMITH  
MY COMMISSION EXPIRES  
January 1, 1997  
BONDED THROUGH THE FLORIDA DEPARTMENT OF REVENUE, DIV.

Prepared by:  
WALTER J. SMITH  
Smith, Grimsley, Bauman, Pinkerton  
Peterman, Saxer and Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549

FILED


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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED;

-----  
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

FIRST: That AQUA TECH MARINE CONSTRUCTION, INC., a  
corporation duly organized and existing under the laws of the State  
of Florida with its principal office as indicated in the Articles  
of Incorporation at Fort Walton Beach, Florida, has named DONNY J.  
WATSON, 86 Berwick Circle, Shalimar, FL 3257948, as its agent to  
accept service of process for the above-named corporation at the  
place designated in this Certificate.

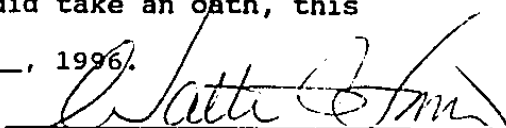
SECOND: Having been named to accept service of process  
for the above-named corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity and I further  
agree to comply with the provisions of all statutes relative to the  
proper performance of my duties.

  
DONNY WATSON,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by DONNY WATSON, who  
is personally known to me and who did take an oath, this

8th day of January, 1996.

  
Notary Public  
Typed Name.....

Commission No.  
My Commission Expires:



MY COMMISSION EXPIRES  
JAN 11 1997  
BOUNDED TRUTH NOT FEAR