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JOHN H. MYERS • ATTORNEY AT LAW

2801 Ringling Blvd. • Suite B-107 • Sarasota, FL 34237
Tel (941) 955-2220 • Fax (941) 955-1291

February 5, 1996

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

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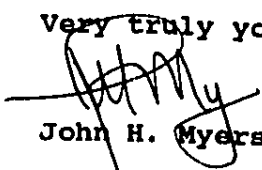
Re: MARINE TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed is the original and a copy of Articles of Incorporation for MARINE TECHNOLOGIES, INC. for filing, together with my trust check in the amount of \$122.50 for the filing fee.

Please register the Articles and return the recorded copy to the undersigned. Thank you.

Very truly yours,


John H. Myers

JHM/mm

enc.

FILED
96 FEB -8 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/9/96

ARTICLES OF INCORPORATION
OF
MARINE TECHNOLOGIES, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is MARINE TECHNOLOGIES, INC.

ADDRESS

The physical location of the corporation is 6308 Panther Lane, Ste. J-5, Ft. Myers, FL 33919.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to design, engineer, patent, manufacture, market and distribute a variety of plastic (20% to 100% recycled) marine habitats and related marine products which have been proven on various levels of experimental demonstration to solve recognized environmental and economic problems in coastal waters, and to transact any other business authorized by Florida law.

STOCK

The corporation is authorized to issue 100,000 shares of common stock with \$.10 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

RECEIVED
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REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, and the registered office is located at 2831 Ringling Blvd., B-107, Sarasota, FL 34237.

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

Michael D. Calinski, 6308 Panther Lane, Ste. J-5, Fort Myers, FL 33919.

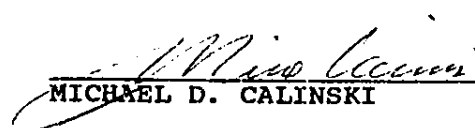
BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 4 day of JANUARY, 1995. 1996 *am.C.*


MICHAEL D. CALINSKI

STATE OF FLORIDA

COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me on the
4th day of January, 1996 by MICHAEL D. CALINSKI.

Dorinda D. Fox
NOTARY PUBLIC

My Commission Expires

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES AUG. 8, 1997

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent
for this corporation.

John H. Myers
JOHN H. MYERS

RECEIVED
FEB - 8 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA