

MILLER & GOLDSBERRY, P.A.  
Law Offices  
4741 Atlantic Boulevard  
Suite A-1  
Jacksonville, Florida 32207

FILED  
96 FEB 16 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mary Slegar Miller  
Michael J. Goldsberry

P96000015489

Telephone: (904) 398-7711  
Facsimile: (904) 398-6303

February 13, 1996

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

Re: Articles of Incorporation for Global Marine Services, Inc.

Dear Madame or Sir:

300001716583  
-02/16/96--01028--006  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed a check in the total amount of \$122.50 for the purpose of filing Articles of Incorporation for Global Marine Services, Inc., to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of articles	\$ 52.50
Registered Agent Designation	\$ 35.00
Total	<u>\$122.50</u>

Please file the Articles of Incorporation and forward a certified copy to this office at the above address.

Sincerely,

  
Michael Goldsberry

5/20  
2/20  
W96-3/27



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

February 19, 1996

MICHAEL GOLDSBERRY, ESQUIRE  
4741 ATLANTIC BLVD  
SUITE A-1  
JACKSONVILLE, FL 32207

SUBJECT: GLOBAL MARINE SERVICES, INC.  
Ref. Number: W96000003727

We have received your document for GLOBAL MARINE SERVICES, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 996A00007163



FEB 01 1996

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1996

MICHAEL GOLDSBERRY, ESQ.  
MILLER & GOLDSBERRY, P.A.  
4741 ATLANTIC BLVD., STE. A-1  
JACKSONVILLE, FL 32207

The name GLOBAL MARINE SERVICES, INC. has been reserved for 120 days beginning January 29, 1996. The reservation number is R96000000455 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 696A00003834

ARTICLES OF INCORPORATION  
OF  
GLOBAL MARINE SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act or successor statutes under Florida Law.

Article I

Name of Corporation

The name of this corporation is:

GLOBAL MARINE SERVICES, INC.

Article II

General Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act or successor statutes under Florida Law.

Article III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

Article IV

Address

The initial street address of the principal office of this corporation in the State of Florida is:

12705 Caron Dr.  
Jacksonville, Florida 32258

Article V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be three (3) Directors initially. The number Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of directors be less than one.

The name and street address of the members of the first Board

FILED  
FEB 16 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of Directors is:

Philip Sordian  
9780 Creekside Road  
Jacksonville, Florida 32256

Rick Sharp  
12029 Wren Hollow Ct.  
Jacksonville, Florida 32246

Julie Fernandez  
12705 Caron Dr.  
Jacksonville, Florida 32258

#### Article VI

##### Subscribers

The name and address of each person signing the Articles of Incorporation as a subscriber is:

Philip Sordian  
9780 Creekside Road  
Jacksonville, Florida 32256

Julie Fernandez  
12705 Caron Dr.  
Jacksonville, Florida 32258

Rick Sharp  
12029 Wren Hollow Ct.  
Jacksonville, Florida 32246

#### Article VII

##### Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be the date these Articles have been filed.

#### Article VIII

##### Registered Agent

Julie Fernandez, The undersigned, an individual resident of the State of Florida, whose address is 12705 Caron Dr. Jacksonville, Florida 32258, does hereby state that she accepts appointment as Registered Agent for this corporation.

#### Article IX

##### Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be

vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this 14 day of February, 1996.

Philip Sordian  
Philip Sordian

Julie Fernandez  
Julie Fernandez

Rick Sharp  
Rick Sharp

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by Philip Sordian who was identified by Personally known to me by Julie Fernandez who was identified by Personally known to me and by Rick Sharp who was identified by Personally known to me each of whom were duly sworn on oath.

Michael Goldsberry  
Print: Michael Goldsberry  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:



MICHAEL GOLDSBERRY  
My Commission CC521898  
Expires Jan. 02, 2000

ACCEPTANCE OF REGISTERED AGENT

I Julie Fernandez, understand and accept my responsibilities under law as registered agent for GLOBAL MARINE SERVICES, INC., and service of process may be effected upon the above mentioned corporation by serving me at 12705 Caron Dr. Jacksonville, Florida 32258.

Julie Fernandez  
Julie Fernandez

FILED  
96 FEB 16 PM 8:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-122-9171  
1-800-342-8086

800-342-8086

P96 000015989

**CSC networks**

PROMOTE MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 131512 81557A

AUTHORIZATION : Patricia Pizich

COST LIMIT : \$ 35.00

ORDER DATE : October 24, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 131512-005

CUSTOMER NO: 81557A

000001985210--2

CUSTOMER: Mark F. Mooney, Esq.  
Mark F. Mooney, Esq  
1211 W. Fletcher Avenue

Tampa, FL 33612

DOMESTIC FILINGS

NAME: MANAGED CARE  
PHARMACEUTICAL, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 OCT 24 PM 1:22  
DIVISION OF CORPORATION

N. HENDRICKS OCT 24 1996



ARTICLES OF DISSOLUTION  
OF  
MANAGED CARE PHARMACEUTICAL, INC.

FILED  
96 OCT 24 PM 3:52  
HILLSBOROUGH COUNTY, FLORIDA

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act of Florida, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is **MANAGED CARE PHARMACEUTICAL, INC.**

2. Dissolution of the Corporation was authorized by its Shareholders and Directors on October 16, 1996, to be effective upon filing.

3. The number of votes cast by the Shareholders for dissolution was sufficient for approval.

Executed this 21 day of October, 1996.

ATTEST:

**MANAGED CARE PHARMACEUTICAL, INC.**

By: Thomas L. McGraw

Thomas L. McGraw,  
Secretary

By: Thomas L. McGraw

Thomas L. McGraw,  
President

*Personally known to me.*

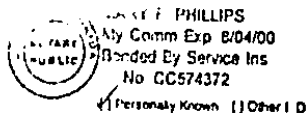
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of October, 1996 by Thomas L. McGraw, as President and Secretary of Managed Care Pharmaceutical, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Drivers License as identification and did not take an oath.

Mary F Phillips  
(Signature of Notary)

MARY F PHILLIPS  
(Printed Name of Notary)  
NOTARY PUBLIC  
State of Florida At Large

My Commission Expires:



P96000015489

PEEK & COBB  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
1301 RIVERPLACE BOULEVARD, SUITE 1000  
JACKSONVILLE, FLORIDA 32207  
TELECOPY 904 / 309-1018

FRANK A. ADITON  
JAMES E. COBB  
THOMAS B. EDWARDS, JR.  
DAVID H. PEEK  
EUGENE O. PEEK III  
WILLIAM J. SCOTT  
BARBARA HELENE SHARP

JACKSONVILLE 904 / 309-1000  
OCALA 904 / 867-1000  
PONTE VEDRA BEACH 904 / 880-1000

August 22, 1997

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

Re: Global Marine Services, Inc.

600002278166--4  
-08/27/97--01038--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Madam/Sir:

Enclosed is an original and one copy of an Articles of Amendment to Articles of Incorporation of Global Marine Services, Inc. which I would appreciate your filing. I would also appreciate your returning a certified copy of same to me and have enclosed a check for \$87.50 in payment of the requisite filing fee and certified copy charge.

Very truly yours,

W J Scott

William J. Scott

WJS/bkb  
Enclosures  
503101/78865

FILED STATE  
SECRETARY OF CORPORATIONS  
97 AUG 27 AM 11:45

Amended  
+ restated

WJ 9/9/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG 27 AM 11:45

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBAL MARINE SERVICES, INC.**

In accordance with to the provisions of §607.1007 of the Florida Business Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors and consented to by all of its shareholders, hereby adopts the following restated Articles of Incorporation:

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

Section 1.1 Name and Place of Business. The name of this corporation is Global Marine Services, Inc., with its principal place of business at 2085 Talleyrand Avenue, Building A, Jacksonville, Florida 32206.

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. This corporation commenced doing business on February 16, 1996, the date the original articles of incorporation were filed by the Department of State of Florida.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV

### CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock with a par value of \$0.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

## ARTICLE V

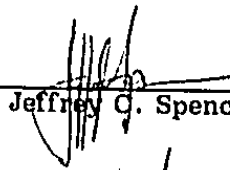
### BYLAWS


Section 5.1 Bylaws. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

The foregoing restated Articles of Incorporation restate and integrate, but do not further amend the provisions of the Articles of the Corporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated Articles of Incorporation.

IN WITNESS WHEREOF, these restated Articles of Incorporation have been executed this 20th day of August, 1997.

GLOBAL MARINE SERVICES, INC.

By:   
Jeffrey C. Spence, President

Attest:   
Jeffrey C. Spence, Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of August, 1997, by JEFFREY C. SPENCE, as President of GLOBAL MARINE SERVICES, INC., who is personally known to me and who did not take an oath.



W. J. SCOTT  
Notary Public, State of Florida  
My Comm. expires Jan. 31, 2000  
Comm. No. CC529140

W J Scott  
Print: \_\_\_\_\_  
Notary Public, State and County  
Aforesaid.  
My Commission Expires: \_\_\_\_\_  
Identification: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of August, 1997, by JEFFREY C. SPENCE, Secretary of GLOBAL MARINE SERVICES, INC. who is personally known to me and who did not take an oath.



W. J. SCOTT  
Notary Public, State of Florida  
My Comm. expires Jan. 31, 2000  
Comm. No. CC529140

W J Scott  
Print: \_\_\_\_\_  
Notary Public, State and County  
Aforesaid.  
My Commission Expires: \_\_\_\_\_  
Identification: \_\_\_\_\_

594201/78021

### CONSENT TO CORPORATE MINUTES

The undersigned, constituting all of the directors and the holder of such number of shares of the voting capital stock of GLOBAL MARINE SERVICES, INC., a Florida corporation ("Company"), as is required for approval of the resolution set forth below, hereby consents to the following corporate action without a meeting, pursuant to Florida Statute §607.0704 and §607.082:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Company be adopted and that the duly elected officers of the Company are hereby directed to file said Amendment and Restatement with the Secretary of State.

Dated: August 22, 1997

Philip Sordian,

Philip Sordian, Shareholder and Director

Rick Sharp,

Rick Sharp, Shareholder and Director

Charlton H. Spence,

Charlton H. Spence, Shareholder and Director

Jeffrey C. Spence,

Jeffrey C. Spence, Shareholder and Director