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PEEK & COBB

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
1301 RIVERPLACE BOULEVARD, SUITE 1609  
JACKSONVILLE, FLORIDA 32207  
TELECOPY 904 / 399-1615

FRANK A. ASHTON  
JAMES E. COBB  
THOMAS S. EDWARDS, JR.  
DAVID H. PEEK  
EUGENE G. PEEK III  
WILLIAM J. SCOTT  
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1609  
OCALA 904 / 867-1609  
PONTE VEDRA BEACH 904 / 280-1609

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  
91 AUG 27 AM 11:45

Amended  
+ Restated

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