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JACKSONVILLE 904 / 399-1609 0CALA 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:

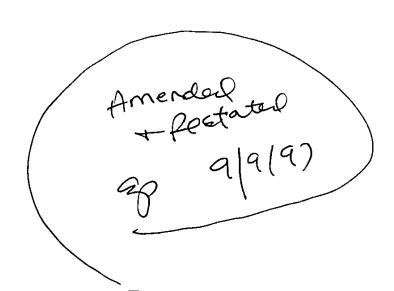
Enclosed is an original and one copy of an Articles of Amendment to Articles of Incorporation of Global Marine Services, Inc. which I would appreciate your filing. I would also appreciate your returning a certified copy of same to me and have enclosed a check for \$87.50 in payment of the requisite filing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

Very truly yours,

W I fast

William J. Scott

WJS/bkb Enclosures 503101/78865 PILEDE STATEMS
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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 <u>Duration</u>. 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 <u>Purposes</u>. 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 <u>Authorized Capital</u>. 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 <u>Restrictions on Transfer of Stock</u>. 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 <u>Issuance of Stock</u>. 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 <u>Bylaws</u>. 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 20-4 day of August, 1997.

GLOBAL MARINE SERVICES, INC.

By:

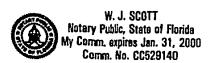
Spence, President

Attest:

effrey C. Spence, Secretary

STATE OF FLORIDA COUNTY OF DUVAL

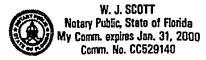
The foregoing instrument was acknowledged before me this 20th day of August, 1997, by JEFFREY C. SPENCE, as President of GLOBAL MARINE SERVICES, INC., who is personally known to me and who did not take an oath.



Waster
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 2044 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.



- U J frett
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, Shareholder and Director

Rick Sharp, Shareholder and Director

Charlton H. Spence Shareholder and Director

Jeffrey C Spence, Shareholder and Director