

P96000015489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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08 JAN -7 PM 3:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JAN -7 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 08 2008

EXAMINER

January 7, 2008

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08 JAN -7 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7121647 SO
Customer Reference 1: 090676/0101
Customer Reference 2:

Dear Department of State, Florida:

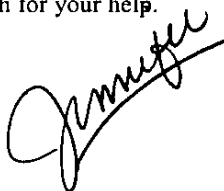
Please file the attached:

Global Marine Services, Inc. (FL)
Conversion
Florida

Global Marine Services, Inc. (FL)
Obtain Document - Misc - Certified copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



Please File 2nd

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
GLOBAL MARINE SERVICES, INC.**

(Under Section 607.1113 of the Florida Business Corporation Act)

I, Carlton H. Spence, hereby certify that I am the Chairamof Global Marine Services, Inc., a Florida corporation (the "Global Marine Inc."), and that as such, I am authorized to execute this Certificate of Conversion (this "Certificate") on behalf of Global Marine Inc., and do hereby further certify that:

1. Global Marine Inc. has been converted (the "Conversion") into Global Marine Services, LLC, a Delaware limited liability company ("Global Marine LLC"), in compliance with Chapter 607 of the Florida Statutes (the "Act") and such Conversion complies with the applicable laws governing Global Marine LLC.

2. The plan of conversion of Global Marine Inc. was approved by the board of directors and the shareholders of Global Marine Inc. in accordance with the Act.

3. The Conversion will be effective upon the filing of this Certificate with the Department of State of the State of Florida.

4. The address of the principal office of Global Marine LLC in the State of Delaware is as follows:

N/A

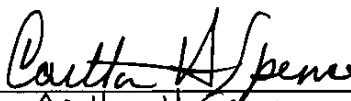
5. Global Marine LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of Global Marine Inc., including any appraisal rights of shareholders of Global Marine Inc. under Sections 607.1301 through 607.1333 of the Act. The Department of State of the State of Florida may use the following address for purposes of Section 607.1114(4) of the Act:

Global Marine Services, LLC
c/o National Registered Agents, Inc.
160 Greentree Drive, Suite 101
County of Kent
Dover, DE 19904

6. Global Marine LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned authorized person has executed this
Certificate of Conversion this 3rd day of January, 2008.


Name: Carlton H. Spence
Title: Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA