

ATTORNEY AT LAW  
201 EAST GOVERNMENT ST.  
PENSACOLA, FLORIDA 32501

P96000028097


(704) 432-7723  
(704) 433-6222

241000011 79505-00500  
 032952905-01005-019  
 \*\*\*\*\* 122.50 \*\*\*\*\* 122.50

Sir or Madam:

Please return a certified copy to my office upon filing. If you need any additional information, please contact my office.

Sincerely,

  
David A. Sapp

4-1-96  
JB

FILED  
96 MAR 25 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PELAGIC DEVELOPMENT, INC.**

FILED  
95 MAR 25 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida Corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**  
**NAME**

The name of the corporation is **PELAGIC DEVELOPMENT, INC.**, and the principal place of business and mailing address is 45 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

**ARTICLE II**  
**PURPOSE**

The Corporation is organized for the purpose of transaction any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand shares of no par value common stock.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial Registered Agent of the Corporation is David A. Sapp, whose address is 201 East Government Street Pensacola, Florida 32501.

ARTICLE V  
INITIAL BOARD OF DIRECTORS


The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and until their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the initial directors of the Corporation are:

| <u>Name</u>        | <u>Address</u>  |
|--------------------|---|
| Timothy F. Burr    | Suite 4040<br>One Shell Square<br>New Orleans, LA 70139 |
| J. Michael Johnson | Suite 4040<br>One Shell Square<br>New Orleans, LA 70139 |

ARTICLE VI  
INCORPORATOR

The name and address of the person signing these articles is David A. Sapp, 201 East Government Street, Pensacola, Florida 32501.

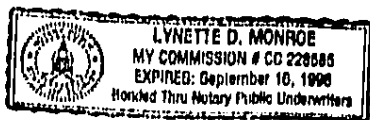
IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this  
20<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
David A. Sapp

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared David A. Sapp, known by me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me under oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of March, 1996.



*Lynette D. Monroe*  
Notary Public - State of Florida  
My Commission Expires:

FILED  
96 MAR 25 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, DAVID A. SAPP, having been named as resident agent and to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of March, 1996.

By: *David A. Sapp*

David A. Sapp

P96000028097

GALLOWAY, JOHNSON, TOMPKINS & BURR,

A PROFESSIONAL LAW CORPORATION

85 HAYBRIDGE DRIVE

GULF BREEZE, FLORIDA 32661

TELEPHONE (904) 934-3800

TELECOPY (904) 934-3848

JOHN F. GALLOWAY  
J. MICHAEL JOHNSON  
JAMES M. TOMPKINS  
TIMOTHY F. BURR  
THOMAS J. SMITH  
GERARD J. BONNIER  
LARRY G. CANADAY  
RICHARD D. DUPLANTIER, JR.

ADMITTED IN TEXAS  
ADMITTED IN LOUISIANA  
ADMITTED IN FLORIDA  
ADMITTED IN NORTH CAROLINA  
ADMITTED IN WASHINGTON D.C.

SUITE 4000  
ONE SHELL SQUARE  
NEW ORLEANS, LOUISIANA 70138-4003  
TELEPHONE (504) 478-8800  
TELECOPY (504) 478-8888

8005 AUGUSTA  
SUITE 1100  
HOUSTON, TEXAS 77057  
TELEPHONE (713) 794-1400  
TELECOPY (713) 794-1000

DAVID A. BARRIE  
J. MICHAEL BRIMLEY, JR.  
CHERIE B. GARDENALY  
GERALD A. HELCHIDDE  
MARK R. HARRIS, III  
JASON D. WAGNER  
ALBERTA L. ADAMS  
KORA T. BOLLING  
IVAN H. RODRIGUEZ  
JEFFREY L. DIAMOND  
DEBBY T. GHEIGHTY  
ELIZABETH D. MACKAY  
LEA RICHES  
BENJAMIN N. EUSTICE  
PARLEY H. EMBERS  
MICHAEL J. ECUYER  
NATASHA R. ZIMMERMAN  
WILLIAM S. CLARK

Please Reply to Gulf Breeze Office

August 19, 1996

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Pelagic Development, Inc.  
Document No.: P96000028097

FILED  
1996 AUG 26 PM 12:06  
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Enclosed, please find the original and one copy of a Certificate of Amendment to Articles of Incorporation, changing the business address of the above referenced corporation. Also enclosed is a check in the amount of \$35.00, representing the appropriate filing fee.

If the Certificate of Amendment is in satisfactory order, please file the original and return a certified copy to this office.

Thank you for your cooperation in this regard.

Cordially,

Timothy F. Burr

TFB/deb

5/1 8/29

FILED  
1996 AUG 26 PM 12:06  
TALLAHASSEE, FLORIDA

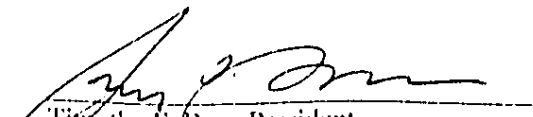
CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
PELAGIC DEVELOPMENT, INC.

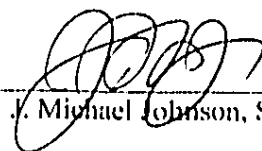
FILED  
66 AUG 26 PM 3:00  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

PELAGIC DEVELOPMENT, INC., a Florida corporation, under its corporate seal and the hand of its President and Secretary, hereby certifies that on June 25, 1996 the Shareholders and Directors of the Corporation adopted the following amendment to its Articles of Incorporation:

Resolved that Article I of the Articles of Incorporation of PELAGIC DEVELOPMENT, INC., be, and hereby is, substituted therefore: "The name of the corporation is PELAGIC DEVELOPMENT, INC., and the principal place of business and mailing address is 55 Daybridge Drive, Gulf Breeze, Florida 32561.

IN WITNESS WHEREOF, the corporation has caused this amendment to its articles of Incorporation to be signed in its name by its President and Secretary the 25 day of August, 1996, to be effective immediately.

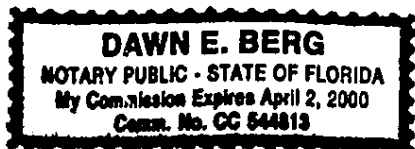
  
\_\_\_\_\_  
Timothy F. Burr, President  
Corporate Seal

By:   
\_\_\_\_\_  
J. Michael Johnson, Secretary

State of Florida       )  
County of Escambia   )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Michael Johnson, the President and Timothy F. Burr, the Secretary of PELAGIC DEVELOPMENT, INC., a Florida corporation, to me personally known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same, with full authority of, and on behalf of said corporation.

Witness my hand and official seal in the County and State aforesaid this 15 day of August, 1996.



  
\_\_\_\_\_  
Notary Public, State of Florida