

05/30/97 16:37

04412017

JOHNSON-BLAKLEY

001

P96 000074814

6/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:56 PM

((H97000008945 2)))

DIVISION OF CORPORATIONS

FAX #: (904)922-4000

: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
CONTACT: KRISTEN DECLEENE
PHONE: (813)461-1818

ACCT#: 076666002140

FAX #: (813)441-8617

: BLUEWATER SYSTEMS, INC.

AUDIT NUMBER.....H97000008945

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED

97 MAY 30 PM 4:48

DIVISION OF CORPORATIONS

FILED

97 JUN -2 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
Articles of
Incorporation

Page 1

6-2-97

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BLUEWATER SYSTEMS, INC.**

The undersigned, being the President of BLUEWATER SYSTEMS, INC., a Florida corporation ("Corporation"), does hereby certify that the amended and restated Articles of Incorporation of the Corporation provided for herein were adopted unanimously by Special Corporate Actions by Written Consent of the Board of Directors of the Corporation on May 1, 1997, and unanimously by the Shareholders of the Corporation on May 1, 1997, in accordance with the provisions of Chapter 607 of the General Corporate Law of the State of Florida, and the number of votes cast in favor of the Amendment was sufficient to carry the motion. There have not been any other amendments to the Articles of Incorporation.

ARTICLE I - Name and Principal Office

The name of the Corporation: BLUEWATER SYSTEMS, INC..

The principal office and mailing address of this Corporation is: 1760 East Riviera Drive, Merritt Island, Florida 32952.

ARTICLE II - Duration

The Corporation shall have perpetual existence.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 5,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$.001

ARTICLE IV - Registered Office and Agent

The street address of the registered office of the Corporation is 1760 E. Riviera Drive, Merritt Island, Florida 32952, and the name of the registered agent of the Corporation at that address is CLINTON R. BRASWELL.

Stephanie T. Marquardt
911 Chestnut Street
Clearwater, Florida 34616
(813) 461-1818
FL Bar No. 982628

H97000008945

FILED
JUN -2 AM 10:30
CLINTON R. BRASWELL
TALLAHASSEE, FLORIDA

H97000008945

ARTICLE V - Incorporator

The name and address of the incorporator to the Articles of Incorporation is:

NAME

CLINTON R. BRASWELL

ADDRESS1760 E. Riviera Drive,
Merritt Island, Florida 32952ARTICLE VIII - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this Amended and Restated Articles of Incorporation of Bluewater Systems, Inc., a Florida corporation, this 1st day of May, 1997, for the purpose of amending and restating the Articles of Incorporation under Section 607.1006, Florida Statutes, and hereby certify that the facts herein stated are true and correct, and were approved by the unanimous consent of the all Shareholders, and the vote was sufficient to carry the motion.


CLINTON R. BRASWELL

STATE OF FLORIDA)
COUNTY OF Pinellas)

The foregoing Instrument was acknowledged before me this 1st day of May, 1997, by CLINTON R. BRASWELL, as President of BLUEWATER SYSTEMS, INC., a Florida corporation, who is personally known to me, or who produced a FL Drivers License as identification.


Notary Public

Print Name:

My commission expires:



Terri Lee McLaughlin
MY COMMISSION # C0584811 EXPIRES
May 13, 2000
BONDED THRU TROY FARM INSURANCE, INC.

H97000008945

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, BLUEWATER SYSTEMS, INC., desiring to amend and restate its Articles of Incorporation under the laws of the State of Florida, hereby designates CLINTON R. BRASWELL, located at 1760 E. Riviera Drive, Merritt Island, Florida 32952, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above names corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.



CLINTON R. BRASWELL

05/08/97 2:22 PM
0127884.01