ATTORNEYS A PARTNERSHIP OF PHOPESSIONAL ASSOCIATIONS

IREODORR R. DORAN SCOLL R. ROST MARY P. SELEER LAWRENCE OF WALTERS

AAHON IL WOLFE OF COUNSEL DAVID B. BLAUGHTER

\*MEMBER OF OFIBERS HAR

PHIST UNION TOWRH 444 SEABREEZE BOULEVARD SUITE BOO DAYTONA BEACH, PLOHIDA BRHS

PLEASE REPLY TO: POST OFFICE DRAWER ISHO DAYTONA BEAUD, FLORIDA BRUS (904) 968-1111 PAX (904) 950+4900

September 16, 1996

Corporate Records Bureau **Division of Corporations** Department of Sate Post Office Box 6327 Tallahassee, Florida 32301

700001949577 -09/17/96--01150--008 \*\*\*\*122.50 \*\*\*\*122.50

RE: WHEELER MARINE SURVEYING, INC.

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our client's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

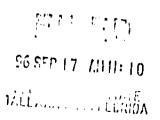
Very truly yours,

Scott R. Rost

SRR/at Encls.

SEP 1 8 1996 BSB

# ARTICLES OF INCORPORATION OF WHEELER MARINE SURVEYING, INC.



#### ARTICLE J. NAME

The name of this corporation shall be Wheeler Marine Surveying, Inc.

## ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

### ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of Florida and the United States Of America.

# ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one hundred shares of common, voting capital stock with a par value of one dollar (\$1.00) per share.

# ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for eash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of Wheeler Marine Surveying, Inc.

COAI11

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

# ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Jerry L. Wheeler, 7 Creek Bluff Run, Flagler Beach, Florida 32136.

# ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of Wheeler Marine Surveying, Inc.

COAI11 Page 2

# ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Scabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Scott R. Rost.

# ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Scott R. Rost, 444 Scabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Scott R. Rost - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Wheeler Marine Surveying, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Wheeler Marine Surveying, Inc.

Scott R. Rost - Registered Agent

State Of Florida County Of Volusia

Articles Of Incorporation Of Wheeler Marine Surveying, Inc.

COAI11

Page 3

On C. C. C., Scott R. Rost, designated above as the individual who shall se corporation's initial registered agent and incorporator, who is personally known to me, or a Florida driver's license as identification, personally appeared before me at the time of no and, after being given the oath, acknowledged signing these Articles Of Incorporation O	produced tarization.
Marine Surveying, Inc.	
De de la companya della companya della companya de la companya della companya del	
Notary Public	
Theodore P. Dolenv	
(Notary Public - Printed Or Typed Name)  *** THEODORE IS DORAN My Commission CC434978 Expires Jan. 23, 1900	
Commission Expiration Date & Commission Number Republic R	(SEAL)