

796000080223

RUSSELL LAW OFFICES

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

637 NORTH MAGNOLIA AVENUE

POST OFFICE BOX 888

ORLANDO, FLORIDA 32802

TELEPHONE (407) 422-1234

FACSIMILE (407) 423-2842

September 20, 1996

100001957771

-09/26/96--01048--015

\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Ocean Environments II, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for Ocean Environments II, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check in the amount of \$122.50 for the filing of these articles.

Thank you for your service in this matter.

Sincerely,



Rodney L. Russell

Enclosures

SEP 27 1996

FILED  
SEP 26 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
OCEAN ENVIRONMENTS II, INC.

FILED  
96 SEP 26 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

FIRST: The name of the corporation is: OCEAN ENVIRONMENTS II, INC.

SECOND: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State and the duration of the corporation is perpetual.

THIRD: The purpose for which this corporation has been formed is to engage in any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes.

FOURTH: There shall be a Board of Directors of the corporation initially consisting of two members, and all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors. The number of members of the Board of Directors may be changed from time to time, as provided in the by-laws.

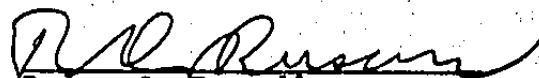
FIFTH: The aggregate number of shares which the corporation shall have authority to issue is Seven Thousand

(7,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

SIXTH: The street address of the corporation's principal office and registered office is 537 North Magnolia Avenue, Orlando, Florida 32801 and the name of the corporation's registered agent at that address is Rodney L. Russell.

SEVENTH: The name and address of the corporation's sole incorporator is Rodney L. Russell, 537 North Magnolia Avenue, Orlando, Florida 32801.


IN WITNESS WHEREOF, these articles have been signed by the undersigned this 19 day of September, 1996.

  
Rodney L. Russell  
Incorporator

#### ACCEPTANCE

The undersigned, having been named as Registered Agent for OCEAN ENVIRONMENTS II, INC. hereby accepts said designation and agrees to act in said capacity at the place indicated in the Articles of Incorporation, viz. 537 North Magnolia Avenue, Orlando, Florida 32701. The undersigned further agrees to comply with the provisions of all statutes relative to the proper complete performance of his duties.

Dated this 19 day of September, 1996.

  
Rodney L. Russell  
Registered Agent

FILED  
96 SEP 26 AM 10:31  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE