

KIRKPATRICK & LOCKHART LLP

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P960000084150
October 7, 1996

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

FILED
DIVISION OF CORPORATIONS
66 OCT 10 PM 1:38

Re: OFFSHORE ENVIRONMENTAL SYSTEM, INC.

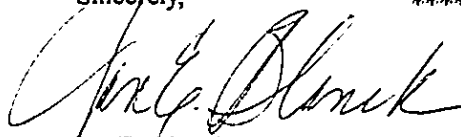
Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of Offshore Environmental System, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50). Please forward the certified copy of the articles to me.

Thank you for your attention to this matter.

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Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert B. Galt, III

cc: Robert B. Galt, III

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**ARTICLES OF INCORPORATION
OF
OFFSHORE ENVIRONMENTAL SYSTEM, INC.**

The undersigned, acting as incorporator of **OFFSHORE ENVIRONMENTAL SYSTEM, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **OFFSHORE ENVIRONMENTAL SYSTEM, INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on October 7, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert B. Galt, III.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

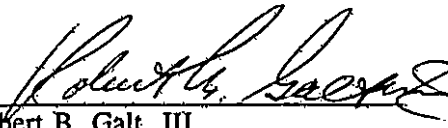
Name

Address

Robert B. Galt, III

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of October, 1996.


Robert B. Galt, III,
Incorporator

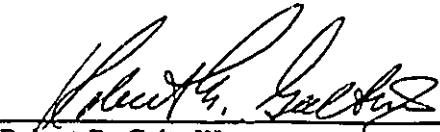
CERTIFICATE OF REGISTERED AGENT

OF

OFFSHORE ENVIRONMENTAL SYSTEM, INC.

Having been named to accept service of process for Offshore Environmental System, Inc., at the place designated in the foregoing Articles of Incorporation, Robert B. Galt, III agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: October 7, 1996


Robert B. Galt, III

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