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October 10, 1996

State of Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

000001973170--2
-10/15/96--01009--019
*****70.00 *****70.00

Re: Incorporation of Marshall
Marine Research, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing this certificate of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,


Robert G. Gargiulo

FILED
96 OCT 14 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl 3

B. REGISTER OCT 16 1996

**ARTICLES OF INCORPORATION
OF
MARSHALL MARINE RESEARCH, INC.**

FILED

96 OCT 14 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

ARTICLE I

The name of the Corporation shall be MARSHALL MARINE RESEARCH, INC.

ARTICLE II

The principal place of business and mailing address of the Corporation is 5503 40th Avenue East, Bradenton, Florida 34208.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of common stock having no par value.

ARTICLE IV

The name and address of the initial registered agent is:

Michael J. Marshall
5503 40th Avenue East
Bradenton, Florida 34208

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

ARTICLE V

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

Michael J. Marshall
5503 40th Avenue East
Bradenton, Florida 34208

ARTICLE VI

The general nature of the business to be transacted by this Corporation is: Engage in the services of marine environmental consulting, research, and management; and, to engage in

any and all other business purposes not prohibited by the Laws of the State of Florida.

ARTICLE VII

The amount of capital the Corporation will begin business is not less than five hundred (\$500.00) Dollars.

ARTICLE VIII

This Corporation shall initially have two (2) directors. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX

The names and addresses of the member of the initial Board of Directors are:

Michael J. Marshall
5503 40th Avenue East
Bradenton, Florida 34208

Rossana P. Marshall
5503 40th Avenue East
Bradenton, Florida 34208

ARTICLE X

Each director of this corporation must also be a shareholder of the corporation

ARTICLE XI

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

ARTICLE XII

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

ARTICLE XIII

These Articles of Incorporation may be amended in any manner provided by law. Every

amendment shall be approved by 60 percent of the members of the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a 60 percent vote of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

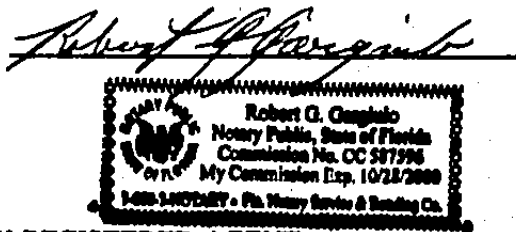
ARTICLE XIV

Pursuant to the provisions of Florida Statute 607.0203 this Corporation shall begin existence at 12:01 AM on October 14, 1996.

Michael J. Marshall
Michael J. Marshall, Incorporator

State of Florida)
County of Manatee)

On the 10 day of October, 1996, before me personally appeared Michael J. Marshall, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me ~~or has produced~~ _____ as identification and ~~did~~ (did not) take an oath.



ACCEPTANCE BY REGISTERED AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: October 10, 1996

Michael J. Marshall
Michael J. Marshall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA