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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)

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NAME: COELACANTH GROUP INCORPORATED

AUDIT NUMBER.....H97000011921

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
COELACANTH GROUP INCORPORATED

The undersigned, acting as incorporator of COELACANTH GROUP INCORPORATED, pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

COELACANTH GROUP INCORPORATED

ARTICLE II. ADDRESS

The business and mailing address of the corporation is 501 1st Avenue North, Suite 607, St. Petersburg, FL 33701.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickoll Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

D. Ronald Surbey, Esq. - FL Bar No. 044751  
Holland & Knight LLP  
One East Broward Boulevard, Suite 1300  
Fort Lauderdale, FL 33301  
954/525-1000

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**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

Name	Address
Derek Ferguson	501 1st Avenue North Suite 607 St. Petersburg, FL 33701

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
D. Ronald Surbey	One East Broward Boulevard Suite 1300 Fort Lauderdale, FL 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22 day of July, 1997.

  
\_\_\_\_\_  
D. Ronald Surbey, Incorporator

