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FILED
97 AUG 18 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 15, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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-08/18/97--01075--002
****122.50 ****122.50

Re: ARTICLES OF INCORPORATION FOR:
UNDERWATER REPAIR & INSPECTION PLATFORM, INC.

Gentlemen:

Please file with the Secretary of State, Division of Corporations, the enclosed original and copy of the Articles of Incorporation and Resident Agent for the above captioned proposed corporation.

Please have the Secretary of State endorse his approval of the Articles of Incorporation on the copy, certify it and return same to this office.

Attached is a check for the sum of \$122.50 payable to the Secretary of State to cover the following:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00

Total 122.50

Your earliest completion of this request will be appreciated.

Sincerely,

AL AUG 19 1997

Jerome F. Skrandel
Jerome F. Skrandel

JFS:ps
enclosures
cc: E. Thomas Drennan

ARTICLES OF INCORPORATION

UNDERWATER REPAIR & INSPECTION PLATFORM, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE 1. The name of the corporation ("Corporation") is UNDERWATER REPAIR & INSPECTION PLATFORM, INC.

ARTICLE 2. The street and mailing address of the principal office of the Corporation is 321 Northlake Boulevard, Suite 109, North Palm Beach, Florida 33408.

ARTICLE 3. The Corporation shall have: perpetual duration upon filing its articles of incorporation by the Department of State; succession in its corporate name; the powers an individual has to do all things necessary or convenient to carry out its business and affairs; and all general and emergency powers provided for corporations pursuant to Chapter 607, F.S.

ARTICLE 4. The general purposes for which the Corporation is organized are to engage in the business of inspection and repair marine vessels and related services and to transact all

lawful business for which corporations may be incorporated.

ARTICLE 5. The maximum number of shares the Corporation is authorized to issue is One Hundred Thousand (100,000), all of which shall be Common Shares with a par value of One (\$1.00) Dollar per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6. The initial street address of the Corporation's registered office is 321 Northlake Blvd., Suite 109, North Palm Beach, Florida 33408. The initial registered agent for the Corporation at that address is E. THOMAS DRENNAN, who is appointed registered agent pursuant to the provisions of Chapter 607 of the Florida Statutes for all purposes required by law, including the acceptance of service of process.

ARTICLE 7. The board of directors of the Corporation shall consist of at least one (1) but not more than three (3) members. The name and address of the person who will serve on the initial board of directors of this corporation and hold office for the first year or until a successor is chosen, is: E. THOMAS DRENNAN, 321 Northlake Blvd., Suite 109, North Palm Beach, Florida 33408.

ARTICLE 8. The Corporation shall have the following officers: President, Secretary and Treasurer. The following are the names and addresses of the first officers of the Corporation

who shall hold office for the first year or until their successors are chosen:

President: E. THOMAS DRENNAN
321 Northlake Blvd., Suite 109,
North Palm Beach, Florida 33408

Secretary: MARY DRENNAN
321 Northlake Blvd., Suite 109,
North Palm Beach, Florida 33408

Treasurer: E. THOMAS DRENNAN
321 Northlake Blvd., Suite 109,
North Palm Beach, Florida 33408

ARTICLE 9. The following is the name and street address of the person signing these article of incorporation as the incorporator of the Corporation, the number of shares of stock for which he has subscribed, and the value of the consideration he has paid therefor:

E. THOMAS DRENNAN
321 Northlake Blvd., Suite 109
North Palm Beach, Florida 33408

who has subscribed for 100 shares of common stock at par value.

ARTICLE 10. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE 11. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors of the Corporation, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all of the stockholders sign a written statement

manifesting their intention that a certain amendment of these articles of incorporation be made.

I, the undersigned incorporator, being the original subscriber to these articles of incorporation and to the capital stock as herein set forth, do hereby make and file this certificate hereby declaring and certifying the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15TH day of August, 1997.

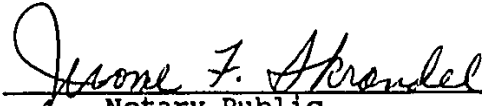
 (SEAL)
E. THOMAS DRENNAN

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15TH day of August, 1997, by E. THOMAS DRENNAN, incorporator of UNDERWATER REPAIR & INSPECTION PLATFORM,, INC., who is personally known to me.

IN WITNESS WHEREOF I hereunto set my hand and official seal in the County and State aforesaid, this 15TH day of August, 1997.


Notary Public

My Commission Expires:



JEROME F SKRANDEL
My Commission CC415010
Expires Nov. 08, 1998
Dorred by NFNU
800-224-6300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, E. THOMAS DRENNAN, having been named herein as registered agent to accept service of process for UNDERWATER REPAIR & INSPECTION PLATFORM, INC. at the place designated in the articles of incorporation, affirm that I am familiar with and I hereby accept the obligations of the position of registered agent for UNDERWATER REPAIR & INSPECTION PLATFORM, INC. pursuant to the provisions of Chapter 607 of the Florida Statutes, for all purposes required by law, this 15TH day of August, 1997.


E. THOMAS DRENNAN (SEAL)