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David C. Gaskin

ATTORNEY-AT-LAW

P.O. Box 185

Wewahitchka, Florida 32465

(904) 639-2266

July 22, 1997

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Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Re: O'Neill, Inc.

Dear Sir:

Enclosed herewith re two (2) copies of Articles of Incorporation of O'Neill, Inc., along with our check in the amount of \$122.50 for filing and the return of a certified copy. Thank you for your cooperation in this matter.

Sincerely,



David C. Gaskin

DCG:ps
encl.

~~W97-121463~~

8-26-97
7-25-97
W9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 25, 1997

DAVID C. GASKIN, ESQ.

P. O. BOX 185
WEWAHITCHKA, FL 32465

SUBJECT: O'NEILL, INC.
Ref. Number: W97000017163

We have received your document for O'NEILL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 697A00037677

ARTICLES OF INCORPORATION

OF

O'NEILL MARINE SERVICE

ARTICLE I - NAME

The name of the corporation is O'NEILL MARINE SERVICE and is located at 1305 Georgia Avenue, Panama City, Florida, 32404 and whose mailing address is 1305 Georgia Avenue, Panama City, Florida, 32404.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSES

The purpose of O'NEILL MARINE SERVICE is to provide maritime consulting and specialty and related services. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above, including owning and/or developing real property, and any other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of \$1.00 Par Value common stock.

ARTICLE V - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1305 Georgia Avenue, Panama City, Florida, and the mailing address is 1305 Georgia Avenue, Panama City, Florida, 32404, and the name of the initial registered agent of this corporation at that address is Frank F. Self.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have four (4) directors initially.

The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1) nor more than seven (7). The names and addresses of the initial directors of this corporation are as follows:

WARREN D. O'NEILL, 1305 Georgia Avenue, Panama City, Florida, 32404;
MICHELLE L. O'NEILL, 1305 Georgia Avenue, Panama City, Florida 32404;
ANNETTE H. SELF, 1305 Georgia Avenue, Panama City, Florida 32404;
FRANK F. SELF, 1305 Georgia Avenue, Panama City, Florida 32404.

The officers names and addresses of this corporation are as follows:

President: WARREN D. O'NEILL, 1305 Georgia Avenue, Panama City, Florida, 32404

Vice-President: MICHELLE L. O'NEILL, 1305 Georgia Avenue, Panama City, Florida 32404

Secretary: ANNETTE H. SELF, 1305 Georgia Avenue, Panama City, Florida, 32404

Treasurer: FRANK F. SELF, 1305 Georgia Avenue, Panama City, Florida, 32404

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these articles are:

WARREN D. O'NEILL, MICHELLE L. O'NEILL, ANNETTE H. SELF and FRANK F. SELF, all of 1305 Georgia Avenue, Panama City, Florida 32404.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons:

WARREN D. O'NEILL	-	126 Shares
MICHELLE L. O'NEILL	-	125 Shares
ANNETTE H. SELF	-	124 Shares
FRANK F. SELF	-	125 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

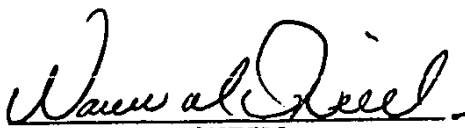
ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XXI - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30th day of May, 1997.


WARREN D. O'NEILL


MICHELLE L. O'NEILL

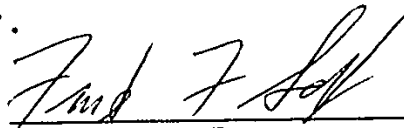

ANNETTE H. SELF


FRANK F. SELF

ACCEPTANCE OF REGISTERED AGENT

I, FRANK F. SELF, do hereby certify that I am familiar with and do hereby accept the duties and responsibilities as registered agent for O'NEILL MARINE SERVICE and do hereby certify that I am over the age of eighteen years and my physical and mailing address is 1305 Georgia Avenue, Panama City, Florida 32404.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of August, 1997.


FRANK F. SELF

STATE OF FLORIDA
COUNTY OF Bay

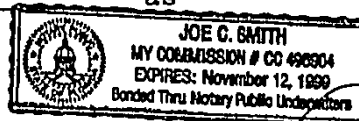
Sworn to and subscribed before me this 22nd day of August, 1997.


Notary Public

My Commission Expires: July 11, 2000

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me
this 30th day of May, 1997, by WARREN D. O'NEILL, MICHELLE
L. O'NEILL, ANNETTE H. SELF and FRANK F. SELF, who are known
to me or have produced _____ as
identification.



Joe C. Smith
Notary Public
My Commission Expires: