

P97000076380

August 25, 1997

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: Gulf Atlantic Offshore, Inc.

EFFECTIVE DATE 800002281868--8
-09/02/97--01017--006
8-27-97
****122.50 ****122.50

Gentlemen:

Enclosed is the signed original Articles of Incorporation of the above corporation. We have enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return to:

Gulf Atlantic Offshore, Inc.
945 Martinique Drive
Merritt Island, FL 32953
(407) 452-5336

Thank you for your assistance. If you have any questions please do not hesitate to call us.

Very truly yours,

Stephen D. Perry

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 AM 8:59

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9/4

EFFECTIVE DATE

8-27-97

FILED STATE
SECRETARY OF CORPORATIONS
97 SEP -2 AM 8:59

ARTICLES OF INCORPORATION

OF

GULF ATLANTIC OFFSHORE, INC.

The undersigned incorporator, being a person competent to contract subscribes to these articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is:

Gulf Atlantic Offshore, Inc.
945 Martinique Drive
Merritt Island, Florida 32953

ARTICLE II

Business and Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 945 Martinique Drive, Merritt Island, Florida 32953 and the name of the initial registered agent of the corporation at that address is Stephen D. Perry.

ARTICLE VI

Number of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name and street address of the initial directors of this corporation are:

Stephen D. Perry
2245 Vermont Street
West Melbourne, FL 32904

John B. Cooke
945 Martinique Drive
Merritt Island, FL 32953

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

Stephen D. Perry
2245 Vermont Street
West Melbourne, FL 32904

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

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

ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Florida Statutes sections 607.05001(3) and 607.0505 the following is
submitted in compliance with said Act.

Gulf Atlantic Offshore, Inc., desiring to organize as a corporation under the laws of the
State of Florida with its registered office at 945 Martinique Drive, Merritt Island, Florida
32953, has named Stephen D. Perry located at the above registered office as its Registered
Agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place
designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provision of said act relative to keeping open said office.

BY: _____

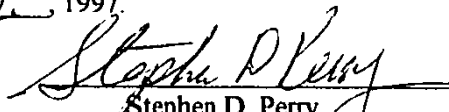
Stephen D. Perry
Registered Agent

DATE: _____

8/27/97

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, he undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 27 day of Aug. 1997.


Stephen D. Perry

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally Stephen D. Perry to be well known and known to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in County and State aforesaid this 27 day of August, 1997.


Notary Public, State of Florida

My Commission Expires:

