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DONALD W. GIFFIN, P.A.

ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 2, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

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Re: Seaview Underwater Research, Inc.

Ladies and Gentlemen:

Enclosed with this correspondence are the original and one (1) copy of the following documents pertaining to the above referenced corporation:

ARTICLES OF INCORPORATION

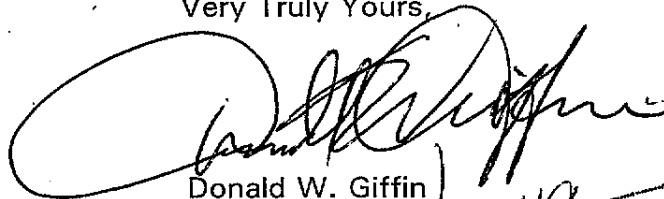
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Please furnish a copy of both documents stamped "received" and return them in the enclosed postage paid envelope.

Should you have any questions, please call my legal assistant, Laura Quade.

Thank you for your continued cooperation.

Very Truly Yours,



Donald W. Giffin

DWG/ljq
cc: Richard L. McBride
Enclosures

F. Hall
APR - 7 1998

LAURA
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 4/6/98
DOC. # AM
GAVE

ARTICLES OF INCORPORATION
OF

FILED
98 APR -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEAVIEW UNDERWATER RESEARCH, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be SEAVIEW UNDERWATER RESEARCH, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general character or nature of the business to be transacted by this Corporation is to be for any lawful purpose. The corporation shall also be authorized:

(a) To acquire by purchase, lease or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired; to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances; to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to encumber or dispose of any lands, interests in lands, buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease,

hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including a purchase of its own shares.

(h) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(I) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth in any part of the world to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable and expedient in carrying on any of the businesses or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$ 5.00 par value common stock.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4229 Gulf Blvd. St. Petersburg Beach, FL 33706. The name of the initial registered agent of this corporation at that address is RICHARD L. McBRIDE.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of One (1) Director. The number of Directors may be increased or decreased as provided for by the By-Laws adopted by the Shareholders, with one (1) Director being sufficient to constitute the Board. However, at no time will there be more than three directors nor less than one director. The name and address of the Incorporator and initial Director of this Corporation is:

Richard L. McBride, Incorporator
Post Office Box 67330
St. Petersburg, Florida 33736

and the Corporation's principal place of business is:

Post Office Box 67330
St. Petersburg, Florida 33736

ARTICLE VII. AMENDMENT

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 Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII. PREEMPTIVE RIGHTS

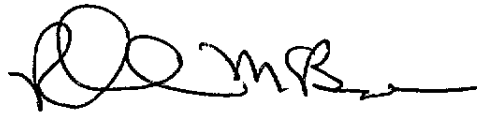
Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE IX. RESTRICTIONS

The Capital Stock of the Corporation may be made subject to restrictions on transferability by agreement among the holders of issued and outstanding shares, or between the

holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of March, 1998.

A handwritten signature in black ink, appearing to read 'R. L. McBride', written over a horizontal line.

RICHARD L. McBRIDE

STATE OF FLORIDA
DEPARTMENT OF STATE

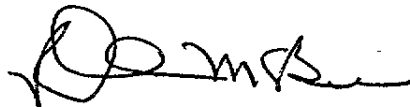
CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance with Section 607.0501, Florida Statutes:

SEAVIEW UNDERWATER RESEARCH, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at Post Office Box 67330, St. Petersburg, County of Pinellas, State Beach, of Florida, has named RICHARD L. McBRIDE, 4229 Gulf Blvd., St. Petersburg, Florida 33706, as its agent to accept service of process within this State.

ACCEPTANCE:

I accept appointment as Registered Agent and am familiar with and accept the obligations provided for in Section 48.091, Florida Statutes, as required by law.



RICHARD L. McBRIDE
Registered Agent

FILED
98 APR -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA