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CONTACT: CORINNE P MCCLURE

PHONE: (941)649-3186

FAX #: (941)263-0703

NAME: MARINE HABITAT SYSTEMS, INC.

AUDIT NUMBER.....H98000007436

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
MARINE HABITAT SYSTEMS, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

MARINE HABITAT SYSTEMS, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Aaron A. Farmer, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation are:

Aaron A. Farmer, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

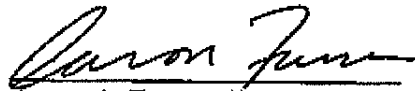
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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 20 day of April, 1998.



Aaron A. Farmer, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: **MARINE HABITAT SYSTEMS, INC.**
2. The name and address of the registered agent and office is:

Aaron A. Farmer, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 20, 1998


Aaron A. Farmer, Esq.
Initial Registered Agent

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