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CORPORATION(S) NAME

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Seabull St. James, Inc.

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☐ NonProfit

☐ Limited Liability Co.

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☐ Limited Partnership

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JEFFREY D. BUTTERFIELD

T. SMITH OCT 22 1998

ARTICLES OF INCORPORATION

OF

SEABULK ST. JAMES, INC.

THE UNDERSIGNED does hereby make, subscribe, file and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a corporation under the Florida Business Corporation Act.

Article I - Name

The name of the corporation (hereinafter referred to as the "Corporation") is SEABULK ST. JAMES, INC.

Article II - Duration

The Corporation shall have perpetual existence.

Article III - Purpose

The Corporation is organized for the following purposes:

(a) To own, buy, sell, lease, charter, bareboat charter, operate, manage, mortgage, hypothecate, contract, engage agents, branch agents and other arrangements and otherwise deal with and generally deal in boats and watercraft of all kinds, and to buy and sell and generally deal in all equipment, material and accessories necessary for the successful operation of any of the above, all in any and all locations throughout the world.

(b) To construct, purchase, lease, or otherwise acquire, equip, maintain, utilize, and operate offices, shops, buildings, wharves, piers, docks, drydocks, and all conveniences, machinery, appliances, and equipment suitable or necessary for the business set forth in subsection (a) above and in relation to boats and watercraft of all kinds; to build, construct, design, repair, alter, buy, sell, import, export, exchange, operate, manage, and otherwise deal and traffic in boats and watercraft of every description; as well as boilers, engines, motors, dynamos, pumps, tools, machinery, and appliances of all and any kinds entering into or pertaining to the operation, construction or equipment thereof.

(c) To manufacture, purchase or otherwise acquire and to own, lease, operate, manage, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description and, generally, to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article IV - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each, which shall be designated "Common Shares".

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98 OCT 22 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316**, and the name of the initial registered agent of this corporation at that address is **Robert B. Lamm**. The address of the principal place of business is the same.

Article VI - Initial Board of Directors

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as determined by the bylaws but shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are:

J. Erik Hvide, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

John H. Blankley, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

Eugene F. Sweeney, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

Article VII - Incorporator

The name and address of the person signing these Articles is:

Robert B. Lamm, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida, 33316.

Article VIII - Indemnification

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

Article IX - Liability of Directors

To the fullest extent permitted by the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director or the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

Article X - Bylaws

The bylaws of the Corporation may be adopted, altered, amended or appealed by either the board of directors or the shareholders. Any bylaws adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the board of directors, in which case such provisions may be amended, altered, or repealed only by the shareholders.

Article XI- Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles this 21st day of October, 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



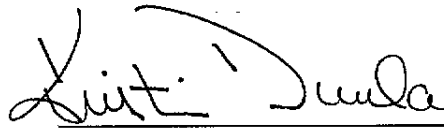
ROBERT B. LAMM

Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT B. LAMM**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of October 1998.



Notary Public, State of Florida
At Large

FILED
98 OCT 22 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

