

P98000106209



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 075228 161852A

AUTHORIZATION : *Patricia Pugh*

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 AM 9:23

ORDER DATE : December 22, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 075228-005

700002719627--1

CUSTOMER NO: 161852A

CUSTOMER: William E. Weller, Esq
WALTER T. ROSE, JR., ESQ
WALTER T. ROSE, JR., ESQ
101 N. Atlantic Avenue

Cocoa Beach, FL 32932

DOMESTIC FILING

NAME: CARIBBEAN MARINE SERVICES, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 12/23/98

RECEIVED
98 DEC 22 PM 1:56
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/17/98

ARTICLES OF INCORPORATION

OF

CARIBBEAN MARINE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 AM 9:23

ARTICLE I NAME

The name of this corporation is **CARIBBEAN MARINE SERVICES, INC..**

ARTICLE II DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgement of these Articles.

ARTICLE III PURPOSE

This corporation is organized for the purpose of conducting any lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$5.00 par value stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **707 Mullett Drive, Cape Canaveral, Florida 32920** and the name of the initial registered agent of this corporation at that address is **Fred E. Gatchell, Sr..**

ARTICLE VII INITIAL BOARD OF DIRECTORS

At each election of 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 VIII INCORPORATOR

The name and street address of the person signing the Articles of Incorporation is Fred E. Gatchell, Sr., 707 Mullett Drive, Cape Canaveral, Florida 32920.

ARTICLE IX 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 of 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 X POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI DIRECTOR QUORUM AND VOTING

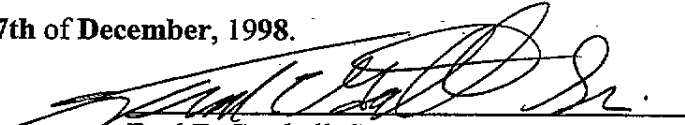
A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XII AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17th of December, 1998.

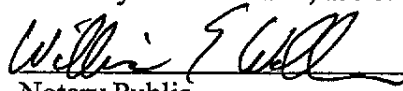

Fred E. Gatchell, Sr.

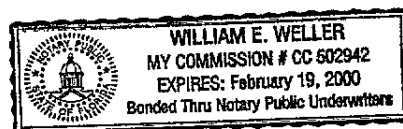
STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared , who did take an oath and did produce proper identification, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this 17th day of December, 1998.


Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 AM 9:23

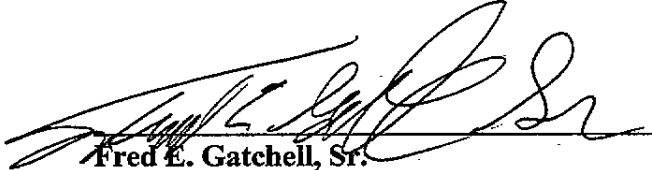
**CERTIFICATE DESIGNATING PLACE OF
BUSINES OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted
in compliance with said Act.

FIRST: That **CARIBBEAN MARINE SERVICES, INC.**, desiring to organize
under the laws of the State of Florida with its principal office located at **707 Mullett
Drive, Cape Canaveral, Florida 32920**, has named **Fred E. Gatchell, Sr.** as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

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


Fred E. Gatchell, Sr.