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FILED
99 JUL 29 PM 5:23

TALAHASSEE, FLORIDA

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

22 July 1999

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-07/29/99-01013-018
*****70.00 *****70.00

Dear Sir:

Enclosed are the papers for incorporation of SeaRobotics Corporation, acceptance of the Agent and the \$70.00 fee. If there are any questions, please contact me at the above phone number.

Yours truly,

Patricia H. Hart
Patricia H. Hart, Esq.

**ARTICLES OF INCORPORATION
OF
SEAROBOTICS CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SEAROBOTICS CORPORATION
21271 Waycross Drive
Boca Raton, Florida 33428

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, Chapter 607 and any or all amendments or successor statutes thereto.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Class of Stock</u>	<u>Par Value</u>
10,000	Common	\$0.10 /Share

All shares shall be transferable in accordance with the Stockholder Agreement and purchase of any stockholder's shares shall be in accordance with the Stockholder Agreement in force at the time of purchase.

ARTICLE V

Stockholders shall retain pre-emptive rights to acquire a proportionate share of stock in any future distribution at the same terms and conditions as all other new stockholders; however such pre-emptive rights are a privilege and not an obligation.

ARTICLE VI

The initial registered agent and street address of the initial registered office of the corporation shall be:

<u>Name</u>	<u>ADDRESS</u>
Samuel Smith	21271 Waycross Drive Boca Raton Florida 33428

ARTICLE VII

This corporation shall have three directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office, are:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Smith	21271 Waycross Drive Boca Raton, Florida 33428
Donald T. Darling	1030 Shady Lakes Circle Palm Beach Gardens, Florida 33418
Stanley E. Dunn	P.O. Box 811438 Boca Raton, Florida 33481

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

The following persons are elected to the office set forth below opposite their respective names to serve for a period of one year, or until their successors are duly elected.

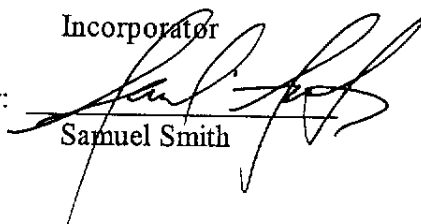
Donald T. Darling	President
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ARTICLE IX

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Smith	21271 Waycross Drive Boca Raton, Florida 33428

Executed at Boca Raton, Florida this 24 day of July 1999.
1999.

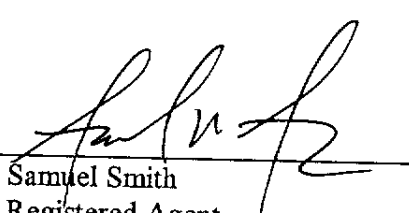
Incorporator
By: 
Samuel Smith

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SeaRobotics Corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Chapter 607.

Dated this 24 day of July, 1999.

By: _____


Samuel Smith
Registered Agent
SeaRobotics Corporation

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA