

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 23 2001

Bill Jones

Secretary of State

DEC 28 2000

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF****HEAL THE OCEAN, INC.****A CALIFORNIA PUBLIC BENEFIT CORPORATION****I**

The name of this corporation is HEAL THE OCEAN, INC.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this public benefit corporation is to identify sources of near-shore ocean pollution, to work with public agencies to effectuate solutions to the ocean pollution problem, and to educate the public and promote public awareness of ocean pollution and solutions

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Hillary Hauser
1129 State St. #26
Santa Barbara, CA 93101

IV

A. This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

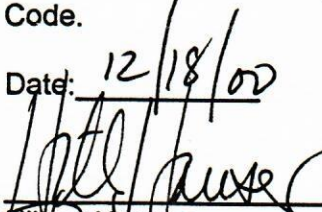
The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Hillary Hauser	P.O. Box 988, Summerland, CA 93108
Jean-Michel Cousteau	325 Chapala St., Santa Barbara, Ca 93101
Ned Doubleday	226 E. Canon Perdido #A, S.B., CA 93101
Stan Harfenist	1603 Posilipo Ln., Santa Barbara, CA 93108
Francoise Park	647 Park Lane, Santa Barbara, CA 93108
John Robinson	854 Jimeno Rd., Santa Barbara, CA 93103
Charles Vinick	325 Chapala St., Santa Barbara, CA 93101
Jonathan Wygant	3079 Calle Pinon, Santa Barbara, CA 93105

VI

The property of this corporation is irrevocable dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

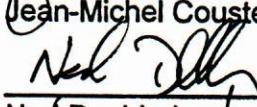
Date: 12/18/00



Hillary Hauser



Jean-Michel Cousteau



Ned Doubleday



Stan Harfenist

Francoise Park
Francoise Park

John Robinson
John Robinson

Charles Vinick
Charles Vinick

Jonathan Wygant
Jonathan Wygant

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Hilary Hauser
Hilary Hauser

Jean-Michel Cousteau
Jean-Michel Cousteau

Ned Doubleday
Ned Doubleday

Stan Harfenist
Stan Harfenist

Francoise Park
Francoise Park

John Robinson
John Robinson

Charles Vinick
Charles Vinick

Jonathan Wygant
Jonathan Wygant

