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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

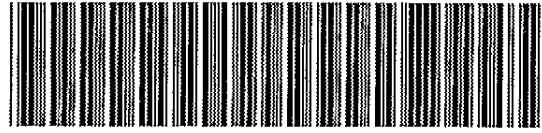
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PASSAGE TO ADVENTURE, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jonathan J. Lichtman, Esq.
(Name of Person)
Levinson & Lichtman, LLP
(Firm/Company)
120 East Palmetto Park Road, Suite 100
(Address)
Boca Raton, FL 33432
(City/State and Zip code)

For further information concerning this matter, please call:

Jonathan J. Lichtman at (561) 869-3600
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Passage to Adventure, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Hawaii 3. 57-1137912
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/3/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3543 Lower Honoapiilani Road, Suite H-407, Lahaina, HI 96761
(Principal office address)

Same as above
(Current mailing address)

8. Provide boating and tourist activities and manufacture and sales of recreational dive equipment.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

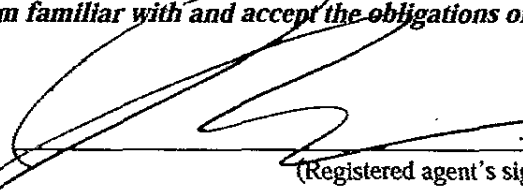
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jonathan J. Lichtman, P.A.

Office Address: 120 E. Palmetto Park Rd., Ste. 100
Boca Raton, Florida 33432
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jonathan J. Lichtman, President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

2-28-80

Vice-Chairman: Loren Floyd Offen

Address: 3543 Lower Honoapiilani Rd., Suite H-407

Lahaina, HI 96761

2-28-80
Vice-Chairman: James Wolf Offen

Address: 2829 East Hamilton Ave.

Fresno, CA 93722

Director:

Address:

Director:

Address:

B. OFFICERS

President: Loren Floyd Offen

Address: Same as above.

Vice President: James Wolf Offen

Address: Same as above.

Secretary: Loren Floyd Offen

Address:

Treasurer: James Wolf Offen

Address:

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Loren Floyd Offen, president*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Loren Floyd Offen, President
(Typed or printed name and capacity of person signing application)



Department of Commerce and Consumer Affairs

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department,

PASSAGE TO ADVENTURE, INC.

was incorporated under the laws of the State of Hawaii on 10/03/2000 ; and that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: March 14, 2003

Mal E. Rechtenwald

Director of Commerce and Consumer Affairs

