

MAY 30 1995 1:44PM TRIPP SCOTT CONKLIN & SMITH

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TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
33302-0000

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((H95000006019))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AMERICAN SCUBA DIVERS, INC.
FAX AUDIT NUMBER: H9500006019
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TALLAHASSEE, FLORIDA~~

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05 MAY 31 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN SCUBA DIVERS, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

AMERICAN SCUBA DIVERS, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

900 E. Atlantic Boulevard, No. 5
Pompano Beach, FL 33060

Prepared by: Steven C. Elkin, Esq.
Bar No. 712566
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

F L E D
95 MAY 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Patrick Innis
1837 Runners Way
North Lauderdale, FL 33068

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Patrick Innis | 1837 Runners Way North Lauderdale, FL 33068 |

**ARTICLE VII
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the Incorporator is:

Patrick Innis
1837 Runners Way
North Lauderdale, FL 33068

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 30 day of May, 1995.

Patrick W. Innis
PATRICK INNIS, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

Patrick W. Innis
PATRICK INNIS, Registered Agent

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