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April 3, 1996

VIA FEDERAL EXPRESS

*return to
for pick up*

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Julia
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: Florida Diving Headquarters, Inc., a Florida corporation
- Articles of Incorporation/Fund No. 15094

FILED
96 APR -4 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Julia:

Please find enclosed Articles of Incorporation for Florida Diving Headquarters, Inc., Inc., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by federal express. This must be filed upon receipt.

Please find enclosed this firm's check in amount of \$70.00 filing and bill us the \$10.00 for your fee for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,


Mariano Garcia

MG/ri

Enclosures

RECEIVED
96 APR -4 PM 12:50
DIVISION OF CORPORATION

700001789507
-04/04/96--01070--028
*****70.00 *****70.00

96/4/3

ARTICLES OF INCORPORATION
OF
FLORIDA DIVING HEADQUARTERS, INC.,
a Florida corporation

FILED
96 APR -6 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is **FLORIDA DIVING HEADQUARTERS, INC.**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 1030 U.S. Highway One, Unit #105, North Palm Beach, Florida 33408. The initial registered office of the corporation shall be 1030 U.S. Highway One, Unit #105, North Palm Beach, Florida 33408, and the name of the initial registered agent of this corporation at the address is Paul A. Lazeau.

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>
Paul A. Lazeau	1030 U.S. Highway One, Unit 105 North Palm Beach, Florida 33408

Article VII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Paul A. Lazeau	1030 U.S. Highway One, Unit 105 North Palm Beach, Florida 33408

Article VIII

Powers

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

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all

of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the 25th day of March, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of March, 1996.

Paul A. Lazeau

PAUL A. LAZEAU

Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PAUL A. LAZEAU, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of March, 1996.



(NOTARIAL SEAL)

MARIANO GARCIA
My Comm Exp. 10/25/96
Bonded By Service Ins
No. CC238323
 Personally Known Other L.B.

Mariano Garcia

NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FLORIDA DIVING HEADQUARTERS, INC.

2. The name and address of the registered agent and office is:

Paul A. Lazeau
(NAME)

1030 U.S. Highway One, Unit 105
(STREET ADDRESS)

North Palm Beach, FL 33408
(CITY/STATE/ZIP)

FILED
MAR 4 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: Paul A. Lazeau
PAUL A. LAZEAU
TITLE Incorporator
DATE March 27, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Paul A. Lazeau
PAUL A. LAZEAU
DATE March 27, 1996