

P96 000 101 480

December 10, 1996

Secretary Of States;
Division Of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

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-12/13/96--01039--007
*****70.00 *****70.00

Dear Sir;

I have enclosed one original and a copy of the *Certificate of Incorporation* for ABC DIVING. We have been operating as a sole proprietor in Florida. We would like to incorporate as ABC DIVING INC. . I have also enclosed a check for \$70.00 for the incorporation.

Please return an approved copy. I have enclosed a self addressed envelope. If envelope is misplaced please mail to:

ABC DIVING INC.
5037 NW 3rd Terrace
Boca Raton, Florida 33431

If you have any questions please contact us at (561) 362-9142. Have a very Happy Holiday and thank you for your time with this matter.

Sincerely

Sharon Stephenson
Sharon Stephenson
ABC DIVING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. OESSER DEC 17 1996

ABC DIVING 5037 Northwest Third Terrace Boca Raton Florida 33431 (561) 362-9142

ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: ABC DIVING INC.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 5037 NW 3rd Terrace Boca Raton, Fl 33431

ARTICLE VII

This Corporation shall have two directors, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are: Richard R Stephenson Jr.,
5037 NW 3rd Terr. Boca Raton, FL 33431; Sharon Stephenson, 5037 NW 3rd Terr Boca Raton
Fl 33431

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or

officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anywise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anywise interested.

ARTICLE X

The names and addresses of the incorporators of this Corporation are:
Richard R Stephenson Jr. 5037 NW 3rd Terr. Boca Raton FL 33431, Sharon Stephenson
5037 NW 3rd Terr. Boca Raton, FL 33431

ARTICLE XI

The name and address of the registered agent of this Corporation is:
Richard R Stephenson Jr. 5037 NW 3rd Terrace Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 of December, 1996.

Richard R Stephenson Jr.

Incorporator

Sharon Stephenson

Incorporator

STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

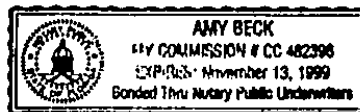
Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared Richard R Stephenson Jr. and Sharon Stephenson, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th date of December, 1996.

Amy Beck

Notary Public
State of Florida at Large

My Commission expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is 5037 NW 3rd Terrace, Boca Raton, Fl 33431

Richard L. Stephens Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA