

Barbara Sanchez-Salazar, Esq.

4948 Glade Hill Street • Jacksonville, Florida 32207 • (904) 398-6171

P99000103595

November 16, 1999

Florida Dept of State  
Division of Corporations  
409 East Gaines Street  
PO Box 6327  
Tallahassee, FL 32314

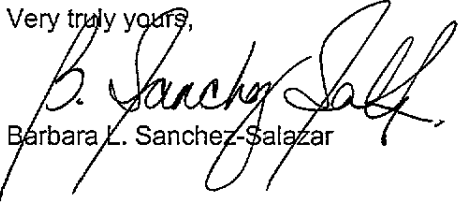
200003052922-4  
-11/23/99-01041-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed please find executed Articles of Incorporation for Meridian Divers Offshore Scuba Charters, Inc. and a certificate designating the agent for service of legal process. Also enclosed is a check in the amount of \$78.75 to cover the filing fees, registration of designated agent and to have a certified copy of the Articles returned to my client. Please have your office forward the certified copy of the articles to the undersigned at the above noted address.

If you have any questions, please feel free to call me at (904) 346-0949.

Very truly yours,

  
Barbara L. Sanchez-Salazar

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 30 1999

ARTICLES OF INCORPORATION  
OF  
MERIDIAN DIVERS OFFSHORE SCUBA CHARTERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Meridian Divers Offshore Scuba Charters, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is  
10131-17 San Jose Blvd. Jacksonville, FL 32257.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall  
be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4948 Glade Hill  
Street, Jacksonville, FL 32207 and the name of its initial registered agent at such address is  
Barbara L. Sanchez-Salazar.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation  
shall be two and the name and address of each person who is to serve as a member thereof is:

Kenneth R. Hill, Jr.  
2454 Jose Circle South  
Jacksonville, FL 32217-3549

Angelo Fiore  
1902 Azalea Drive  
Jacksonville, FL 32250

ARTICLE VI – INCORPORATORS

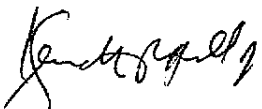

The names and addresses of the incorporators are

Kenneth R. Hill, Jr.  
2454 Jose Circle South  
Jacksonville, FL 32217-3549

Angelo Fiore  
1902 Azalea Drive  
Jacksonville, FL 32250

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 11 day of November 1999.

Incorporators

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Meridian Divers Offshore Scuba Charters, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Barbara L. Sanchez-Salazar located at 4948 Glade Hill Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Incorporator

*Amaly J Fino*

Date

*11-11-99*

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Barbara L. Sanchez-Salazar hereby agrees to act in this capacity, and Barbara L. Sanchez-Salazar further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Barbara L. Sanchez-Salazar

Date

*11-15-99*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA