

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: MD Ship Leasing
Corporation

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign-Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY MAC _____

WALK-IN Will Pick Up 109 1210 10/9

**ARTICLES OF INCORPORATION
OF
MD SHIP LEASING CORPORATION**

FILED
96 OCT -9 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

MD Ship Leasing Corporation

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

3621 N.E. 1st Court
Miami, Florida 33137

**ARTICLE III.
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

The Corporation is authorized to issue a maximum of one thousand (1,000) shares of Capital Stock which shall consist of one thousand (1,000) shares of Common Stock. All shares of Capital Stock shall have no par value per share. The consideration to be paid for each share of Capital Stock shall be fixed by the Board of Directors.

**ARTICLE V.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Name	Address
John E. Tober, Esq. JOHN E. TOBER, P.A.	1401 Brickell Avenue Suite 340 Miami, FL 33131

**ARTICLE VI.
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VII.
INITIAL DIRECTOR**

The name and post office address of the initial Director of the Corporation is:

Name	Address
Kevin Scott Peters	3621 N.E. 1st Ct. Miami, FL 33137

**ARTICLE VIII.
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE IX.
INCORPORATOR**

The name and post office address of the Incorporators executing these Articles of Incorporation is as follows:

Name
Kevin Scott Peters

Address
3621 N.E. 1st Ct.
Miami, FL 33137

**ARTICLE X.
INDEMNIFICATION**

The officers and directors of the Corporation are hereby indemnified by the Corporation for their acts to the fullest extent as provided for by Florida Statute 607.0850.

**ARTICLE XI.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 
Kevin Scott Peters

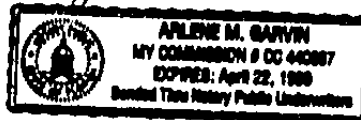
ACKNOWLEDGMENT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of October by
Kevin Scott Peters who is personally known to me and who did take an oath.

NOTARY PUBLIC: *Arlene M. Garvin*

My Commission Expires:



REGISTERED AGENT ACCEPTANCE

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent
and agrees to comply with the provisions of law applicable to said designation.

[Signature]
John E. Tober, Esq.
JOHN E. TOBER, P.A.
1401 Brickell Avenue
Suite 340
Miami, FL 33131

FILED
96 OCT -9 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 B, Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P960000083192

MD Ship Leasing
Corporation

File First

Signature _____

Requested by: CJB

Name _____

Walk-In _____

8.21

Date _____

Will Pick Up _____

953

Time _____

100002273331--4
-08/21/97--01004--020
*****87.50 *****87.50

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
97 AUG 21 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
97 AUG 21 AM 10:14
DIVISION OF CORPORATION

8/21
Amend
& Name
Change
C.C.

ARTICLES OF AMENDMENT
OF
MD SHIP LEASING CORPORATION

FILED

97 AUG 21 PM 1:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

The name of this Corporation is MD Ship Leasing Corporation.

ARTICLE II.

Article I of the Articles of Incorporation of the Corporation is hereby amended to change the name of the Corporation from MD Ship Leasing Corporation to Miami Diver, Inc.

ARTICLE III.

Article IV of the Articles of Incorporation of the Corporation is hereby amended and replaced as follows:

The Corporation is hereby authorized to issue 1,000 shares of common stock, par value \$.001.

ARTICLE IV.

The amendments sent forth in Articles II and III hereof were adopted by the affirmative written consent dated June 30, 1997 of the holders of a majority of the Common Shares of the Corporation entitled to vote at a meeting of the shareholders. The number of votes cast for the amendments set forth in Articles II and III hereof by the shareholders was sufficient for approval.

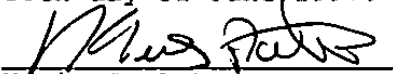
ARTICLE V.

The amendments set forth in Articles II and III hereof do not provide for an exchange, reclassification, or cancellation of issued Common Shares.

ARTICLE VI.

The amendments set forth in Articles II and III hereof shall become effective upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in his respective corporate capacity this 30th day of June 1997.


Kevin S. Peters
President

STATE OF FLORIDA

COUNTY OF DADE SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Kevin S. Peters, known to me and known by me to be the person described as the person executing the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment this 30th day of June, 1997.

WITNESS my hand and seal in said State and County, this 30th day of June, 1997.


Notary Public

My Commission Expires:

