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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 522151 107982A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 155.00

ORDER DATE : December 20, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 522151-005

100003074931-0

CUSTOMER NO: 107982A

CUSTOMER: Ms. Gilda Oldham  
ELK BANKIER & PALMER  
ELK BANKIER & PALMER  
Suite 200e  
4800 North Federal Highway  
Boca Raton, FL 33431

*W/12/20*

DOMESTIC FILING

NAME: NEWTON DIVING, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
NEWTON DIVING, L.L.C.**

The undersigned, for purposes of forming a limited liability company in accordance with the Florida Limited Liability Company Act, do hereby state the following:

1. NAME. The name of the limited liability company shall be NEWTON DIVING, L.L.C. (the "Company").
2. DURATION. The period of the Company's duration is perpetual from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members, unless extended by its members, or as provided by statute.
3. PURPOSE. The purposed for which the Company has been formed is to engage in any lawful act, activity or business not contrary to and for which a limited liability company may be formed under the laws of the State of Florida, and to have and exercise all powers, rights and privileges conferred by the laws of Florida on limited liability companies, including but not limited to the performance of services, buying, leasing or otherwise acquiring and holding, using or enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, tangible or intangible, or whatever nature and wheresoever situated, and buying, selling and holding stocks, bonds, or any other security of any issuer as the Company may, at any time and from time to time, deem advisable.
4. OFFICE. The mailing address and street address, in the State of Florida where the principal office of the Company is to be located, is:

1515 N. Federal Highway, Ste. 106  
Boca Raton, FL 33432

5. REGISTERED AGENT. The name and address of Company's registered agent, who Consent to Appointment as Registered Agent is included with this Articles of Organization is:

Michael McKay  
c/o 4800 N. Federal Highway, Ste. 200E  
Boca Raton, FL 33431

6. ADMISSION OF ADDITIONAL MEMBERS: The Company has two (2) or more members. Additional members may be admitted only on the terms that are unanimously agreed to by all members in the Operating Agreement. The initial two (2) members are:

Michael McKay  
Michael Butler

7. CONTINUITY. The remaining members of the Company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a

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member or the occurrence of any other event which terminates the continued membership of a member in this Company.

8. MANAGEMENT. The business of the Company will be conducted under the exclusive management and be limited to its members who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters. The names and addresses of the members are:

Michael McKay  
1515 N. Federal Highway, Ste. 106  
Boca Raton, FL 33432

Michael Butler  
1515 N. Federal Highway, Ste. 106  
Boca Raton, FL 33432

#### ORIGINAL APPOINTMENT OF AGENT

The undersigned, being all of the members of NEWTON DIVING, L.L.C., a limited liability company organized under the laws of the State of Florida, hereby appoint Michael McKay, a natural person who is a resident of this State, as registered agent upon whom any process, notice of demand required or permitted by statute to be served upon the Company may be served.

His complete address is: Michael McKay  
c/o 4800 N. Federal Highway, Ste. 200E  
Boca Raton, FL 33431

#### ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory registered agent for NEWTON DIVING, L.L.C., hereby acknowledges and accepts the appointment of registered agent, and is familiar with and accepts the obligations of the position of Registered Agent for the limited liability company.

Michael R. McKay (L.S.)  
MICHAEL McKAY

IN WITNESS WHEREOF, we have hereunto subscribed our names to this Certificate of Formation on this 6th day of October, 1999.

Michael R. McKay (L.S.)  
MICHAEL McKAY

Michael Butler (L.S.)  
MICHAEL BUTLER

STATE OF

COUNTY OF

) Florida  
) ss: Broward

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **MICHAEL McKAY**,

☒ personally known to me, or  
☐ has produced \_\_\_\_\_ as identification

and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of October, 1999.

Susan C. Palladino  
(Signature)  
SUSAN C. PALLADINO  
(Printed Name)

My Commission Expires:  
My Commission No. is:

OFFICIAL NOTARY SEAL  
SUSAN C PALLADINO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC658497  
MY COMMISSION EXP. JUNE 24, 2001

STATE OF

COUNTY OF

) Florida  
) ss: Broward

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **MICHAEL BUTLER**,

☒ personally known to me, or  
☐ has produced \_\_\_\_\_ as identification

and who has executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal I the County and State last aforesaid this 6<sup>th</sup> day of October, 1999.

Susan C. Palladino  
(Signature)  
SUSAN C. PALLADINO  
(Printed Name)

My Commission Expires:  
My Commission No.:

OFFICIAL NOTARY SEAL  
SUSAN C PALLADINO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC658497  
MY COMMISSION EXP. JUNE 24, 2001

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