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(Requestor's Name)

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(City/State/Zip/Phone #)

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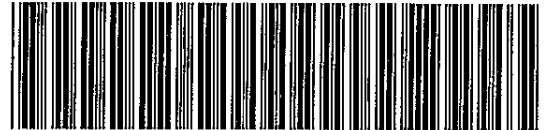
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STEPHEN M. KNAPP
ATTORNEY AT LAW
P.O. BOX 6422
LAKELAND, FL 33807-6422
TELEPHONE (863) 644-5555 FAX (863) 644-9779**

March 17, 2004

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: OFF THE WALL DIVE CLUB, INC.
OUR FILE NO: 3270

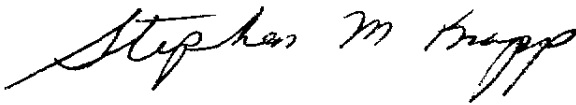
Dear Gentlemen/Madam:

Please find enclosed the Articles of A Non-Profit Incorporation for Off the Wall Dive Club, Inc. and a check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) for filing fees.

If you have any questions please do not hesitate to call my office.

Thank you for your time and effort in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Stephen M. Knapp". The signature is written in dark ink and is positioned above the typed name.

Stephen M. Knapp, Esquire

SMK/cst

Enclosure: As stated above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OFF THE WALL DIVE CLUB, INC.

NON PROFIT CORPORATION

ARTICLE I: NAME

The name of this corporation shall be: Off the Wall Dive Club, Inc., and it shall be located in Lakeland, Polk County, Florida.

ARTICLE II:

INITIAL PRINCIPAL AND REGISTERED OFFICE & AGENT

The street address of the initial principal office of the corporation in the State of Florida is 5417 S. Florida Avenue, Lakeland, Florida 33813. The initial registered agent of the corporation and address until changed by the Board of Directors shall be Stephen M. Knapp, 5417 S. Florida Avenue, Lakeland, Florida, 33813

ARTICLE III: PURPOSES AND POWER

The specific purpose for which this corporation is organized is :

To dive more and safer while having fun with responsibility, respect and consideration to others and the environment. To promote the sport of diving in the community in a positive manner as a caring, conscientious recreational activity which can be enjoyed by everyone and protected for future generations.

ARTICLE IV: OFFICERS

The names of the initial Officers are as follows:

NAME	ADDRESS
GARY BENICE, PRESIDENT	2118 SANDY HOOK LAKELAND, FL 33813
TIM DEESE, VICE PRESIDENT	3627 DUFF ROAD LAKELAND, FL 33810
ANITA SANTORO, SECRETARY	11005 DIANNE COVE RIVERVIEW, FL 33569
ROBIN BENICE, TREASURER	2118 SANDY HOOK LAKELAND, FL 33813

ARTICLE V: ELECTION OF DIRECTORS

The manner in which the Board of Directors is elected or appointed is as stated in the Bylaws.

ARTICLE VI: TERMS OF EXISTENCE

The existence of this corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VII: DIRECTORS

GARY BENICE	2118 SANDY HOOK LAKELAND, FL 33813
T.J. KONITZER	5351 S. FLORIDA AVENUE LAKELAND, FL 33813
RAYMOND MORRIS	5351 S. FLORIDA AVENUE LAKELAND, FL 33813

ARTICLE VIII: REGISTERED AGENT

The name and street address of the registered agent is: Stephen M. Knapp, 5417 South Florida

Avenue, Lakeland, Florida, 33813

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator is: Stephen M. Knapp, 5417 South Florida Avenue, Lakeland, Florida, 33813

ARTICLE X: SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Stephen M. Knapp, 5417 South Florida Avenue, Lakeland, Florida, 33813

ARTICLE XI: AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on the board of directors herein are granted and subject to this reservation. Every amendment shall be approved by the board of directors.

IN WITNESS WHEREOF, I, Stephen M. Knapp, the undersigned subscriber, has hereunder set my hand and seal this 18 day of February, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


STEPHEN M. KNAPP, SUBSCRIBER

**STATE OF FLORIDA
COUNTY OF POLK**

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, appeared Stephen M. Knapp, who is personally known to me and is known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of February, 2004

(SEAL)

Crystal S. Tuck
Notary Public, State of Florida at Large



Crystal S. Tuck
Commission #DD195712
Expires: Apr 08, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

APPOINTMENT OF REGISTERED AGENT

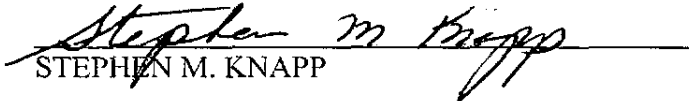
The Division of Corporations of the Department of State uses the following form to designate the registered agent:

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:

FIRST - That Off the Wall Dive Club, Inc. desires to organize and qualify under the laws of the State of Florida, with its principal place of business at 5417 Lakeland, Florida, 33813 and has named Stephen M. Knapp whose physical address is 5417 South Florida Avenue, Lakeland, Florida 33813, as its agent to accept service of process within Florida.

DATED: February 18, 2004


STEPHEN M. KNAPP

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.

DATED: February 18, 2004


STEPHEN M. KNAPP, REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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