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PERSONAL INJURY AND WRONGFUL DEATH • TRIAL PRACTICE • GENERAL PRACTICE

January 26, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

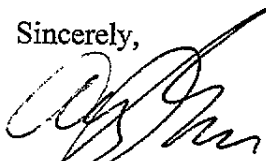
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: OFF THE WALL DIVERS, INC.

Dear Corporate Specialist:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00 for filing fees and designation of registered agent. Please process accordingly.

Sincerely,



Anthony P. Granese

APG:jlw  
Encls.

FILED  
00 JAN 31 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CB  
2-4-00  
5

ARTICLES OF INCORPORATION

OF

OFF THE WALL DIVERS, INC.

FILED  
00 JAN 31 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural person of legal age, acting as incorporator under provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be: **OFF TH WALL DIVERS, INC.**

ARTICLE II.

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III.

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock each with a par value of \$1.00.

ARTICLE IV.

The name and address of the subscriber and incorporator:

JAMES A. VARNEY

5143 80<sup>th</sup> WAY N.  
ST. PETERSBURG, FL 33709

ARTICLE V.

The holders of not less than 51% of the issued and outstanding shares of the voting stock of the corporation may act by written statement without a meeting, as provided in Florida Statutes 607 and the bylaws.

ARTICLE VI.

The affirmative vote of the holders of the majority of the outstanding shares of all classes of

stock entitled to vote shall be necessary for the following corporate action:

(a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

(b) Reorganization, merger or consolidation of the corporation;  
Sale, lease, or exchange of the major portion of the property or assets of the corporation;

(d) Dissolution of the corporation.

#### ARTICLE VII.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issues of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VIII.

A. The business of the corporation shall be managed initially by a board of two (2) directors.

The number of directors may be, as provided by the bylaws, increased or decreased, but shall never be less than one (1) director. The two directors and their addresses are:

James A. Varney  
5143 80<sup>th</sup> Way N.

St. Petersburg, FL 33709

Thomas James Konitzer  
1503 Gulf Stream Dr., Apt. 201  
Brandon, FL 33511

B. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX.

The address of the initial principal office of this corporation is 5143 80<sup>th</sup> Way N., St. Petersburg, FL 33709. The name of the Registered Agent is James A. Varney.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 17<sup>th</sup> day of JAN, 2000.

STATE OF FLORIDA  
COUNTY OF PINELLAS

OFFICIAL NOTARY SEAL  
JEANNETTE LYNN DOVE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC526881  
MY COMMISSION EXP. JAN. 23, 2000

James A. Varney  
JAMES A. VARNEY  
1-17-00

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of JAN, 2000 by James A. Varney.

NOTARY PUBLIC:

Anthony P. Graneese  
ANTHONY P. GRANESE  
State of Florida at Large  
My Commission Expires:

Personally known \_\_\_\_\_  
Produced Identification \_\_\_\_\_  
Type \_\_\_\_\_


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that OFF THE WALL DIVERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 5143 80<sup>TH</sup> Way N., St. Petersburg, FL 33709, has named JAMES A VARNEY, located at 5143 80<sup>TH</sup> Way N., St. Petersburg, FL 33709, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JAMES A. VARNEY, Registered Agent

**FILED**  
00 JAN 31 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA