1100019503 TRANSMITTAL LETTER



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

SUBJECT: OFFS Hore Adventures INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee

& Certificate

\$122.50

\$131.25

Filing Fee & Certified Copy

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES C. O/went Name (Printed or typed)

56/ 392.2558

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF



Offshore Adventures, Inc.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe, and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

Offshore Adventures, Inc.

ARTICLE II - NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares. The par value of the stock authorized shall be \$0.10 par value. The consideration to be paid for each share shall be fixed at the Board of Directors.

The corporation may take such action to qualify the stock offered and issued as "Section 1244 Stock", as defined in the Internal Revenue Code and the Regulations.

ARTICLE IV - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

James C. Oliver 884 NW 6th Terrace Boca Raton, Fl. 33486

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-laws adopted by the Stockholders. However, the Corporation shall have no less than One (1) director at any time.

ARTICLE VI - INITIAL DIRECTORS

The name and address of the initial directors are:

James C. Oliver 884 NW 6th Terrace Boca Raton, Fl. 33486

ARTICLE VII - INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation is:

James C. Oliver 884 NW 6th Terrace Boca Raton, Fl. 33486

ARTICLE VIII - COMMENCEMENT DATE

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

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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

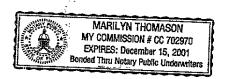
JAMES C. OLIVER SUBSCRIBER

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES C. OLIVER (______ known to me, or (______ who produced _____ \frac{11}{12} \frac{141}{12} \frac{14}{12} \frac{1}{12} \fra

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this / & th day of FEBRUARY, 2000.

NOTARY PUBLIC



DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

a corporation organized (or organizing) under the laws of the State of Florida with its

principal office at:

884 NW 6th Terrace

Boca Raton, Fl. 33486

in the City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept Service of Process within the State of Florida.

OFFICERS:

James C. Oliver, President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

FILING FEE \$ 78.75

BY:

James C. Oliver, Registered Agent