

Barbara Sanchez-Salazar, Esq.

4948 Glade Hill Street • Jacksonville, Florida 32207 • (904) 398-6171

PO00000051331

May 15, 2000

Florida Dept of State
Division of Corporations
409 East Gaines Street
PO Box 6327
Tallahassee, FL 32314

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-05/19/00--01060--001
*** 236.25 *****78.75

Dear Sir:

Enclosed please find executed Articles of Incorporation for three separate corporations: Meridian Divers II, Inc.; Meridian Divers III, Inc.; and Meridian Divers Acquisition Corp. Included with each of the executed articles is a certificate designating the agent for service of legal process. Also enclosed is a check in the amount of \$236.25 to cover the filing fees, registrations of designated agents and to have certified copies of the articles returned to my client. Please have your office forward the certified copies of the articles to the undersigned at the above noted address.

If you have any questions, please feel free to call me at (904) 346-0949.

Very truly yours,



Barbara L. Sanchez-Salazar

FILED
00 MAY 19 AM 10:15
TALLAHASSEE, FLORIDA

C.C.
5-25-00

ARTICLES OF INCORPORATION
OF
MERIDIAN DIVERS II, INC.

FILED
00 MAY 19 AM 10:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Meridian Divers II, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 524 Third Street South, Jacksonville Beach, FL 32250.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4948 Glade Hill Street, Jacksonville, FL 32207 and the name of its initial registered agent at such address is Barbara L. Sanchez-Salazar.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two and the name and address of each person who is to serve as a member thereof is:

Angelo J. Fiore
1902 Azalea Drive
Jacksonville, FL 32250

Sally A. Logan
11332 Rustic Pine Circle
Jacksonville, FL 32257

ARTICLE VI – INCORPORATORS


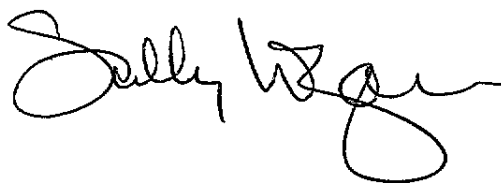
The names and addresses of the incorporators are

Angelo J. Fiore
1902 Azalea Drive
Jacksonville, FL 32250

Sally A. Logan
11332 Rustic Pine Circle
Jacksonville, FL 32257

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles
of Incorporation this 28 day of February 2000.

Incorporators

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:

That Meridian Divers II, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Barbara L. Sanchez-Salazar located at 4948 Glade Hill Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Incorporators

Angelo J. Fini
Salazar

Date

2/28/00

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Barbara L. Sanchez-Salazar hereby agrees to act in this capacity, and Barbara L. Sanchez-Salazar further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

B. Sanchez Salazar
Barbara L. Sanchez-Salazar

2-21-00

Date

FILED
00 MAY 19 AM 10:16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA