POOOOOS/838 TRANSMITTAL LETTER

00 MAY 19 PM 12: 06

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

Scuba School Inc.

CTIRITECT:

SODJECT	(Proposed corporate name)			
Enclosed is a	an original and one (1) copy of the	articles of incorporat	ion and a check for:	
[] \$70.00 Filing Fee	[1] \$78.75 Filing Fee & Certificate	[] \$122.50 Filing Fee & Certified Copy ADDITIONAL C	[] \$131.25 Filing Fee, Certified Copy & Certificate COPY REQUIRED	† <u>1</u> 2
FROM:	Michael Kehoe		9 · ·	, T'
	11651 8th Lane North		300003259258- -05/19/00010730 ******78.75 ******7	10
	St. Petersburg, Florida 33716		Andrews I was a se	
	(727) 578-3883			. +

ARTICLES OF INCORPORATION OF

00 MAY 19 PII 12: 05

SCUBA SCHOOL, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

<u> ARTICLE I - NAME</u>

The name of the corporation is Scuba School, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 11651 8th Lane North, St. Petersburg, Florida 33716.

The mailing address shall be 11651 8th Lane North, St. Petersburg, Florida 33716.

ARTICLE III - SHARES

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have a right to vote.

ARTICLE IV - INITAL REGISTERED AGENT AND STREET ADDRESS

The initial street address of the Corporation's registered office is 11651 8th Lane North, St. Petersburg, Florida 33716. The initial registered agent for the Corporation at that address is Michael Kehoe.

ARTICLE V - PURPOSE

The purpose of this corporation is to scuba diving education courses to the public.

ARTICLE VI - INCORPORATORS AND INITIAL OFFICERS

The initial officers of the Corporation shall be as follows:

Michael Kehoe (President) Michael Kehoe (Secretary)

The names and street addresses of the persons signing these articles of incorporation are:

Michael Kehoe

11651 8th Lane North St. Petersburg, FL 33716

ARTICLE VII - RIGHT TO AMEND

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder for the Corporation as fully as if each shareholder had voted for the change.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

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Michael Kehoe

CERTIFICATE OF DESIGNATION OF ORIGINATION OF PROPERTY OF PROPERTY OF PROPERTY OF PROPERTY OF THE PROPERTY OF T

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is:	Scuba School, Inc.
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2. The name and address of the registered agent and office is:

Michael Kehoe

11651 8th Lane North

St. Petersburg, FL 33716

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature 5-17 , 2000