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W. E. Bishop, Jr., P.A.

ATTORNEY AT LAW

GERRI FIELD  
LEGAL ASSISTANT

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7743 S.W. S.R. 200  
OCALA, FLORIDA 34476

July 3, 2000

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-07/05/00--01098--006  
\*\*\*\*122.50 \*\*\*\*78.75

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

Re: **THE DIVE SHOP, INC.**

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of  
**THE DIVE SHOP, INC** together with a check for the amount of \$122.50 to cover filing  
fees, resident agent's fee and certified copy.

If anything additional is required, please advise.

Sincerely,

W.E BISHOP, JR. P.A.

  
W.E.BISHOP, JR.

WEBjr/b

enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
**THE DIVE SHOP, INC.**

ARTICLE I

The name of the Corporation is:

**THE DIVE SHOP, INC.**

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to include any and all legal activities permitted under the Laws of the State of Florida and the United States.

The Corporation, subject to any specific written limitations or restrictions imposed by the Law or by these Articles of Incorporation, all shall have and exercise the following powers:

- (a) To have and exercise all the powers specified by law;
- (b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnership, individuals, or other entities, and to enter into general or limited partnerships;
- (c) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations and created by any domestic or foreign corporations, associations, partnerships, individuals or other entities;

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(d) Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or scope of the general powers of the Corporation created by them, nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

#### ARTICLE IV

Nothing contained in the foregoing Article shall be construed to authorize the Corporation to engage in the business of banking, insurance or engineering.

#### ARTICLE V

The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

#### ARTICLE VI

The shares of the Corporation are not to be divided into classes.

#### ARTICLE VII

The Corporation is not authorized to issue shares in series.

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ARTICLE VIII

The Corporation shall indemnify its officers and directors against liability arising out of acts of the Corporation.

ARTICLE IX

The street address of the initial registered office and registered agent of the Corporation shall be **W.E. BISHOP, JR. 7743 SW S.R. 200, Ocala, Florida 34476.**

The Corporation's principle office shall be **7743 SW S.R. 200, Ocala, Florida 34476.**

ARTICLE X

This Corporation shall have one Director initially. The number of Directors may be increased pursuant to the By-Laws. The affairs of the Corporation will be managed by the Director, who shall serve until the first annual meeting or until his successor (s) are elected by the shareholders in the manner to be set forth in the By-Laws. The initial director shall be **W.E. BISHOP, JR.** whose address is **7743 SW S.R. 200, Ocala, Florida 34476.**

ARTICLE XI

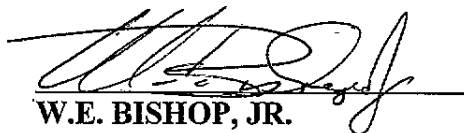
The name and street address of the incorporator to these Articles of Incorporation is: **W.E. BISHOP, JR.  
7743 SW S.R. 200  
Ocala, Florida 34476**

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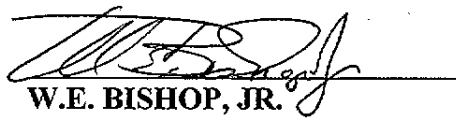
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 3rd day of July, 2000.

  
W.E. BISHOP, JR.


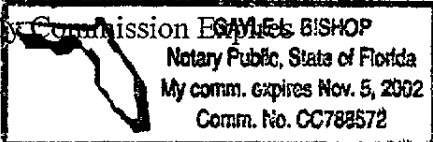
#### ACCEPTANCE OF RESIDENT AGENT

I am familiar with and accept the duties and responsibilities as registered agent for  
said corporation.

  
W.E. BISHOP, JR.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3rd day of July 2000,  
who is personally known to me and did not take an oath.

  
Notary Public, State of Florida  
My Commission Expires 11/05/02  
  
Gayle L. BISHOP  
Notary Public, State of Florida  
My comm. expires Nov. 5, 2002  
Comm. No. CC782572