

South Florida

Directory Company, Inc.

1250 E. Hallandale Beach Blvd.
Suite 305
Hallandale Beach, FL 33009

Phone: 305.933.9170 or 954.457.0910
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E-mail:
dennisholober@directorycompany.com

Thursday, September 28, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003413841-1
-10/04/00--01060--008
*****78.75 *****78.75

Re: **Articles of Incorporation of
Dive Buddies, Inc.**

Dear Ladies or Gentlemen:

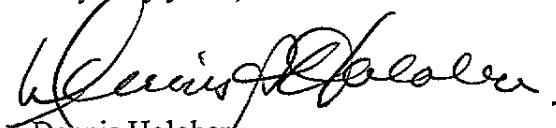
Enclosed are the originally executed articles of incorporation for the above named new Florida corporation for profit, together with a check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	<u>\$ 8.75</u>
Total:	\$ 78.75

Please file the articles and return a certified copy in the Priority Mail stamped enveloped also enclosed herein.

Thank you for your cooperation and expeditious handling of this matter.

Very truly yours,


Dennis Holober

FILED
00 OCT -4 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D BROWN OCT - 5 2000

ARTICLES OF INCORPORATION
OF
DIVE BUDDIES, INC.

FILED
00 OCT -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be **DIVE BUDDIES, INC.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in the retail business of SCUBA diving, free diving, snorkeling; providing rental and sale of all equipment generally associated with SCUBA diving, free diving, and snorkeling; providing instruction for SCUBA diving, free diving and snorkeling; providing vehicular transportation whether on water or land for SCUBA diving, free diving, and snorkeling; and the publishing and distribution of public or private promotional material, advertisements or announcements, and to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage or transact ant and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV

The corporation shall have the authority to issue three thousand shares of common stock, at no par value, each of which shall bear the right to fully participate in the distribution of declared dividends and all other distributions of earnings which the Board of Directors shall, from time to time, distribute to shareholders; and, also, each of which shall have the right to vote, each share of this class having one (1) vote, on all issues presented to the shareholders for vote, including, but not limited to the election of the Board of Directors, the number of Directors composing the Board of Directors and all other issues presented to shareholders of the corporation for vote pursuant to the laws of the State of Florida, the United States of America, the Florida General Corporations Act and the By-Laws of the corporation.

ARTICLE V

All or any portion of all shares of stock of this corporation may be subject to shareholder restrictive agreements containing numerous restrictions on the right of a shareholder of the corporation, including, but not limited to the right of transfer of the share(s) of stock of the corporation. A copy of all shareholder restrictive agreements, if any, shall be kept on file at the principal office of the corporation and a notation of such restrictive agreement, if any, shall be appropriately endorsed on stock certificate(s) representing the share(s) of stock subject to such restrictive agreements.

ARTICLE VI

The corporation elects to have preemptive rights for all shares of stock.

ARTICLE VII

The Board of Directors of the corporation shall have the power, without vote or assent of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in the Articles of Incorporation, or any amendments hereto, are granted subject to this reservation.

ARTICLE IX

The address of the initial principal place of business of the corporation is 1250 East Hallandale Beach Boulevard, Suite 305, Hallandale Beach, Florida 33009; and the name and address of the Registered Agent of the corporation is **DENNIS I. HOLOBER** whose address is 1250 East Hallandale Beach Boulevard, Suite 305, Hallandale Beach, Florida 33009.

ARTICLE X

The number of directors constituting the initial Board of Directors is three (3) and the name and address of the persons who are to serve as initial directors for the first year of the corporation, or until his/her/their successors are elected are:

Gerard Clocanas
100 NE 174th Street
North Miami Beach, Florida 33162

Peter J. Tsitrian
6080 Mayo Street
Hollywood, Florida 33023

Dennis Holober
Suite 305
1250 East Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

ARTICLE XI

The name and address of the incorporators are:

Gerard Clocanas
100 NE 174th Street
North Miami Beach, Florida 33162

Peter J. Tsitrian
6080 Mayo Street
Hollywood, Florida 33023

Dennis Holober
Suite 305
1250 East Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

IN WITNESS WHEREOF, we have executed the Articles of Incorporation on
this 30th day of September, 2000.



GERARD CLOCANAS


PETER TSITRIAN


DENNIS HOLOBER

ACCEPTANCE BY REGISTERED AGENT

I hereby accept and agree to act in the capacity of Registered Agent for the Corporation, and agree to comply with the provisions of the applicable Florida Statutes.


DENNIS HOLOBER

FILED
00 OCT -4 AM 11:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss.

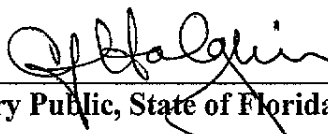
BEFORE ME, the undersigned authority, this day personally appeared
GERARD CLOCANAS, who, upon being by me first duly sworn, deposes and says that
he executed the above and foregoing Articles of Incorporation this day for the purposes
expressed therein, and who presented FDL C425-281-67-241-0
for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 30th day of September 2000.



Carmen Holguin

My Commission CC932069
Expires April 30 2004


Notary Public, State of Florida At Large

My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss.

BEFORE ME, the undersigned authority, this day personally appeared **PETER
J. TSITRIAN**, who, upon being by me first duly sworn, deposes and says that he
executed the above and foregoing Articles of Incorporation this day for the purposes

expressed therein, and who presented FDL T236-670-54-404-0
for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 30th day of September 2000.



Carmen Holguin

My Commission CC932063

Expires April 30 2004

Carmen Holguin
Notary Public, State of Florida At Large

My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

ss.

BEFORE ME, the undersigned authority, this day personally appeared **DENNIS HOLOBER**, who, upon being by me first duly sworn, deposes and says that he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein, and who presented Personally Known for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 30th day of September 2000.



Carmen Holguin

My Commission CC932063

Expires April 30 2004

Carmen Holguin
Notary Public, State of Florida At Large

My Commission Expires: