

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000094750

Sterling Watergear  
Inc

600003417386--8  
-10/06/00--01105--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

FILED  
OCT-6 PM 4:45  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 10/10

Time 12:50

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF**

**STERLING WATERGEAR, INC.**

**ARTICLE I - NAME**

*The name of this corporation is Sterling Watergear, Inc. and the mailing address of the corporation is 5208 1st Avenue Drive N.W., Bradenton, Florida 34209.*

**ARTICLE II - CORPORATE EXISTENCE**

*This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually.*

**ARTICLE III - PURPOSES**

*This corporation is organized for the sole purpose of engaging in the business of marketing diving bags and to transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.*

**ARTICLE IV - CAPITAL STOCK**

*This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock in a single class and series.*

**ARTICLE V - PREEMPTIVE RIGHTS**

*Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of infractional shares) at the price at which it is offered to others.*

**ARTICLE VI - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK**

*Any and all shares of stock of this corporation, whether held by its initial shareholder(s) or any subsequent shareholder(s), may not be sold or otherwise transferred during the life of its shareholder(s) to any other person(s) except the spouse(s) of its shareholder(s) unless first offered*

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TALLAHASSEE, FLORIDA

*to this corporation for purchase on the same terms and conditions as offered to the other prospective purchaser(s). Any and all such offers shall be fully set forth in writing and this corporation shall have thirty (30) days from receipt thereof to accept any and all such offers. If this corporation does not accept any such offer within thirty (30) days, the offering for sale with the other prospective purchaser(s) upon the terms no more favorable than those offered to this corporation.*

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

*The street address of the initial registered office of this corporation is 5208 1st Avenue Drive, N.W., Bradenton, Florida 34209; the name of the initial registered agent of this corporation at that address is Lisa Louw.*

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

*This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of the corporation is:*

*Lisa Louw  
5208 1st Avenue Drive N.W.  
Bradenton, Florida 34209*

#### **ARTICLE IX - CUMULATIVE VOTING**

*At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing the votes on the same principle among any number of candidates.*

#### **ARTICLE X - INCORPORATORS**

*The name and address of the person signing these Articles of Incorporation is:*

*Lisa Louw  
5208 1st Avenue Drive N.W.  
Bradenton, Florida 34209*

**ARTICLE XI - POWERS**

*This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act.*

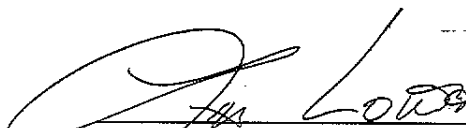
**ARTICLE XII - INDEMNIFICATION**

*This corporation shall indemnify its officers and directors and its former officers and directors to the full extent permitted by law.*

**ARTICLE XIII - AMENDMENT**

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


*IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4th day of October, 2000..*

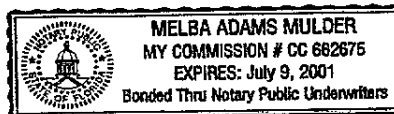
  
Lisa Louw

STATE OF FLORIDA  
COUNTY OF SARASOTA

*BEFORE ME, the undersigned authority, this day personally appeared Lisa Louw, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that executed those Articles of Incorporation.*

*IN WITNESS WHEREOF, I have affixed my signature and official seal in the state and county above cited this 4th day of October, 2000.*

  
Notary Public  
My commission expires:



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00 OCT -6 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA