

CAPITAL CONNECTION, INC.

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

PO00000113116

Pacific Diving Service, Inc.

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*****78.75 *****78.75

RECEIVED
00 DEC 11 AM 10:45
DIVISION OF CORPORATION

Signature

Requested by:

SR 12/11/00 10:18
Name Date Time

Will Pick Up

- FILED
00 DEC 11 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- ☒ 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

SMITH DEC 11 2000

ARTICLES OF INCORPORATION
OF
PACIFIC DIVING SERVICE, INC.

FILED
00 DEC 11 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporators to these Articles of Incorporation, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is **PACIFIC DIVING SERVICE, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III
PURPOSES

- A. To engage in the business of the repair of boats and docks.
- B. To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

C. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII
REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;
MAILING ADDRESS OF CORPORATION; AND
REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office of this corporation is: 1046 Island Way, Tarpon Springs, Florida 34689, and the Registered Agent at that address is Kenneth R. Griffin. The mailing address of the corporation is: P.O. Box 146, Palm Harbor, FL 34682.

ARTICLE VIII
INCORPORATOR

The names and addresses of the persons signing these Articles are:

NAME

Robert J. Wojciechowski

Kenneth R. Griffin

ADDRESS

415 Somerset Lane
Palm Harbor, FL 34684

3223 Rock Valley Drive
Holiday, FL 34691

The incorporators certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Wojciechowski	415 Somerset Lane Palm Harbor, FL 34684
Kenneth R. Griffin	3223 Rock Valley Drive Holiday, FL 34691

ARTICLE X
OPERATIONS
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Robert J. Wojciechowski	50
Kenneth R. Griffin	50

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI
SPECIAL PROVISION - "S" CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and that the corporation will file as an "S" corporation.

ARTICLE XII
BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.


ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of December, 2000.


ROBERT J. WOJCIECHOWSKI,
Incorporator


KENNETH R. GRIFFIN, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared ROBERT J. WOJCIECHOWSKI, (check one) ☒ who is personally known to me, or ☐ who produced as identification _____

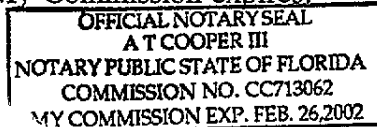
and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 7th day of December, 2000.



NOTARY PUBLIC

My Commission expires:




STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared KENNETH R. GRIFFIN, (check one) ☒ who is personally known to me, or ☐ who produced as identification _____

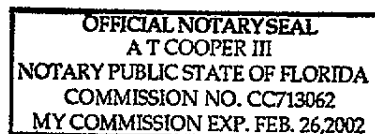
and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 7th day of December, 2000.



NOTARY PUBLIC

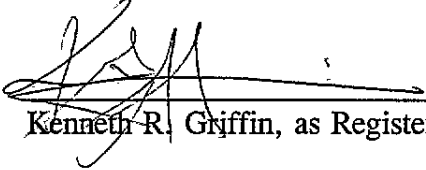
My Commission expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, PACIFIC DIVING SERVICE, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 7th day of December, 2000.


Kenneth R. Griffin, as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA