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

January 2, 2001

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SUBJECT: ATLANTIC PRO DIVE OF ORANGE PARK, INC.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for the following:

Filing fee	\$35.00
Designation of Registered Agent	35.00
Certificate of Status	<u>8.75</u>
Total	\$78.75

Please return the Certificate of Status and a date stamped copy of the Articles of Incorporation to:

Atlantic Pro Dive, Inc.
c/o Brian C. Rolison
1886 South Third Street
Jacksonville Beach, FL 32250
(904) 270-1747

Sincerely yours,

Brian C. Rolison

Brian C. Rolison, President

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**ARTICLES OF INCORPORATION
OF
ATLANTIC PRO DIVE OF ORANGE PARK, INC.**

In compliance with the requirements of F.S. Chapters 607, the undersigned, being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: **ATLANTIC PRO DIVE OF ORANGE PARK, INC.**

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The principal office and mailing address of this Corporation shall be 1249 Park Avenue, Orange Park, Florida 32073.

ARTICLE IV

The Corporation is formed to conduct any and all lawful and legal activities permitted within the State of Florida.

ARTICLE V

The maximum number of shares this Corporation is authorized to have outstanding at any time shall be ten thousand (10,000) share of Class A Voting Common Stock having a par value of One Cent (\$.01) per share, and ten thousand (10,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01). All stock issued shall be fully paid and non-assessable. The Class A Voting Common Stock enjoys sole and exclusive voting privileges, each share of Class A voting Common Stock being entitled to one (1) vote. The sales price to be paid to the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class B Non-Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class B Non-Voting Common Stock and Class A Voting Common Stock then issued and outstanding. No preemptive rights attend any capital stock or securities of the Corporation regardless of class, and the Corporation from time to time may issue and sell shares of its capital stock of any

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class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation, all without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

ARTICLE VI

The street address of the initial registered office of this Corporation shall be 1886 South Third Street, Jacksonville Beach, Florida 32250, and its initial registered agent at that address shall be Brian C. Rolison. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII

The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7) as fixed from time to time by the provisions of the Bylaws. The names and street addresses of the members of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until successors are elected and qualified, are as follows:

Name

Brian C. Rolison (Director/President/Treasurer)

Street Address

1649 Sixth Street South, Jacksonville
Beach, Florida 32250

Stephen A. Park, II (Director/Secretary)

14256 Portulaca Avenue South,
Jacksonville, Florida 32224

ARTICLE VIII

The Shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the Shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the Shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No Shareholder of the Corporation may sell or transfer stock in the Corporation except after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX

The Corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted by law.

ARTICLE X

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law, and all rights conferred on the Shareholders herein are subject to this reservation.

ARTICLE XI

The name and street address of the Incorporator to these Articles of Incorporation is:

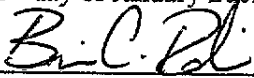
Name

Brian C. Rolison

Street Address

1886 South Third Street, Jacksonville Beach, Florida 32250

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of January 2002.



Brian C. Rolison

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

ATLANTIC PRO DIVE OF ORANGE PARK, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Orange Park, Clay County, Florida, has named Brian C. Rolison, located at 1886 South Third Street, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: B. C. Rolison
Brian C. Rolison, Registered Agent

Date: January 2, 2002.

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