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AGF & ASSOCIATES
619 N. DIXIE HIGHWAY
LAKE WORTH, FL 33460
561-582-5129
FAX 533-5959

February 22, 2002

Secretary of State
Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

700005023137--5
-02/27/02--01019--003
*****70.00 *****70.00

EFFECTIVE DATE
2-15-02

To Whom It May Concern:

Please send the enclosed original and copy of Articles of Incorporation for:

FLORIDA DIVE CENTERS, INC.

Enclosed please find a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fees of \$35.00.

If there are any questions please contact me at the above number.

Thank you for your assistance.

Sincerely,

Doug McVay

Douglas McVay,
President

DM/mm

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 27 AM 10:40

W2 6076

F. CHESSEB MAR 1 2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 4, 2002

AGF & ASSOCIATES
619 N DIXIE HEY
LAKE WORTH, FL 33460

SUBJECT: FLORIDA DIVE CENTERS, INC.
Ref. Number: W02000006076

We have received your document for FLORIDA DIVE CENTERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 702A00012896

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing the formation, liability, right, privileges and immunities of corporations of profit.

ARTICLE I NAME

EFFECTIVE DATE
2-15-02

The name of this corporation shall be as follows:

FLORIDA DIVE CENTERS OF PALM BEACH, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

1001 ALT A1A
JUPITER, FL 33477

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of the initial Director(s) of the Corporation are:

RANDALL JORDAN

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 27 AM 10:10

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 FEB 27 AM 10:40

ARTICLE VIII INCORPORATOR

The name(s) and address(es) of the Incorporators:
RANDALL JORDAN
1001 ALT A1A
JUPITER, FL 33477

ARTICLE IX BY-LAWS

The power to adopt, alter, amend, or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X AMMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

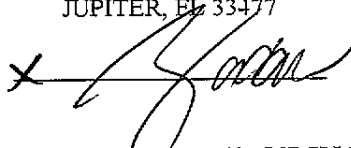
ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

RANDALL JORDAN
1001 ALT A1A
JUPITER, FL 33477

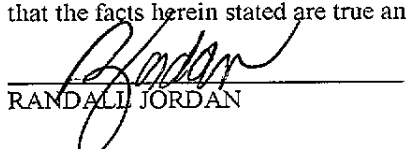


ARTICLE XIII EFFECTIVE DATE OF INCORPORATION

The effective date of Incorporation is

FEBRUARY 15, 2002

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on February 15, 2002 for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


RANDALL JORDAN