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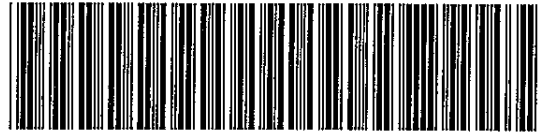
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KATZ | BARRON  
SQUITERO | FAUST

MIAMI  
2699 S. BAYSHORE DRIVE  
SEVENTH FLOOR  
MIAMI, FL 33133-5408

305-856-2444  
305-285-9227 FAX

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December 2, 2003

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**RE: Blue Diamond Diving, Inc.**

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation of the above-referenced corporation and a check for \$78.75 for the filing fee and certificate of status.

If you have any questions, please call me at 305-856-2444. Thank you.

Very truly yours,

KATZ BARRON SQUITERO FAUST



Michele W. Smith

Legal Assistant to Robert H. Blank

Encl.

**ARTICLES OF INCORPORATION  
OF  
BLUE DIAMOND DIVING, INC.**

FILED  
03 DEC -3 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name of Corporation**

The name of this corporation is Blue Diamond Diving, Inc.

**ARTICLE II**  
**Purpose of Business**

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

**ARTICLE III**  
**Principal Place of Business**

The address of the principal place of business of the corporation is 2699 So. Bayshore Dr., 7<sup>th</sup> Floor, Miami, FL 33133.

**ARTICLE IV**  
**Registered Office**

The street address of the initial registered office of the corporation is Katz, Barron, Squitiero, Faust, 2699 So. Bayshore Dr., 7<sup>th</sup> Floor, Miami, FL 33133. The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE V**  
**Registered Agent**

The initial registered agent for the corporation for accepting service of process pursuant to section 607.0502, Florida Statutes, shall be Robert H. Blank, Esq., Katz, Barron, Squitiero, Faust, 2699 So. Bayshore Dr., Miami, FL 33133.

**ARTICLE VI**

**Directors**

The corporation shall have one (1) director. The name and address of the initial director is John McMillian, 322 Centennial Circle, Park City, Utah 84060.

**ARTICLE VII**

**Capital Stock**

The maximum number of share of stock in this corporation which it is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock at One Dollar (\$1.00) par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

**ARTICLE VIII**

**Incorporator**

The name and address of the incorporator is as follows:

Robert H. Blank  
Katz, Barron, Squitero, Faust  
2699 So. Bayshore Dr., 7<sup>th</sup> Floor  
Miami, FL 33133

**ARTICLE IX**

**Director's Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person, who may become a director of this corporation, is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in

which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended, changed, altered, or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 12 day of Dec., 2003.



\_\_\_\_\_  
Robert H. Blank

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of sections 607.0501 or section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

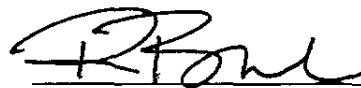
The name of the corporation is Blue Diamond Diving, Inc.

The name and address of the registered agent and office is:

Robert H. Blank  
Katz, Barron, Squitero, Faust  
2699 So. Bayshore Dr., 7<sup>th</sup> Floor  
Miami, FL 33133

FILED  
03 DEC - 3 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Robert H. Blank

Date: 12/2, 2003