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03 DEC 23 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dec-23-03 11:21am From:Katz,Barron,Squitero & Faust,P.A.
100 N.E. Third Avenue, Suite 280 Fort Lauderdale, Florida 33301

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T-349 P.002/006 F-288

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03 DEC 23 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TREASURE QUEST DIVERS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: TREASURE QUEST DIVERS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 4061 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Fax Audit No: H030003407403

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450
Katz Barron Squitero Faust
100 N.E. Third Avenue, Suite 280
Fort Lauderdale, Florida 33301
Phone No.: (954) 522-3636

ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred and Fifty Thousand (150,000) shares of Common Stock par value \$.001 per share, of which 50,000 shares shall be designated as Class A Voting Common Stock which shares shall be entitled to unlimited voting rights, and 100,000 shares shall be designated as Class B Non-Voting Common Stock which shares shall have no right to vote, except as specifically permitted under the laws of the state of Florida.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The street address of the initial registered office of the corporation is 4061 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, and the name of its initial registered agent at such address is John George.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

John George
4061 Royal Palm Beach Blvd.,
Royal Palm Beach, FL 33411.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is, John George, 4061 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII CONTROL SHARE ACQUISITIONS

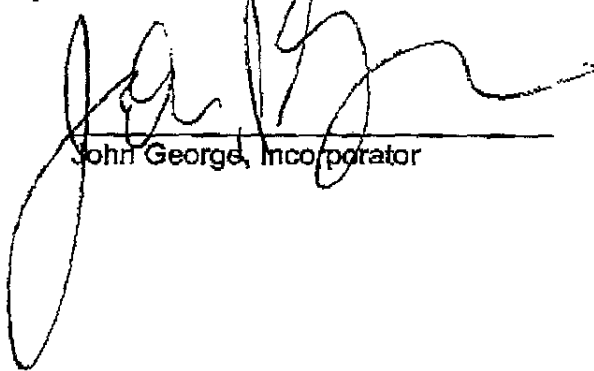
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Dec-23-03 11:22am From-Katz,Barron,Squitero & Faust,P.A.
Fax Audit No: H03000340740 3

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on the 2 day of November, 2003.



John George, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

TREASURE QUEST DIVERS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 4061 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, has named John George, 4061 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


John George

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