

P04000092646

K. SCOTT PIEL

— 1719 HUBHEY ST.

— Kissimmee, FL 34741

(City/State/Zip/Phone #)

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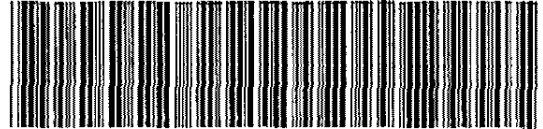
(Business Entity Name)

(Document Number)

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B.

Memorandum

To: DIVISIONS OF CORPORATIONS

From: DiveSite Adventures Corp

Date: 6/14/2004

Subject: Articles of Incorporation

Attached to this memorandum are two copies of the Articles of Incorporation for DiveSite Adventures Corp, and a check in the amount of \$87.50. Please file one copy with your agency and return a certified file-stamped copy with certificate of status to me in the enclosed stamped, self-addressed envelope. Thank you very much for your cooperation.

**Articles of Incorporation
for DiveSite Adventures Corp**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article 1

- 1.1. The name of this corporation is DiveSite Adventures Corp

EFFECTIVE DATE
06-14-04

Article 2

- 2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

Article 3

- 3.1 The corporation is authorized to issue only two classes of stock, to be designated as Common Stock and Preferred. The total number of shares of Common Stock presently authorized is Ten Million Shares (10,000,000) and the two classes of Preferred A and Preferred B each having authorized shares of Five Million (5,000,000) for each Preferred A and Preferred B stocks

Article 4

- 4.1 The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under Florida law.

This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Florida law.

Article 5

- 5.1 The name and address in the State of Florida of this corporation's principal office address is: 3315 Maggie Blvd, Suite 100, Orlando, FL 32811
- 5.2 Initial agent for service of process is: K. Scott Piel, 1719 Hughey Street, Kissimmee, FL 34741 (407) 436-4212

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Article 6

- 6.1 Incorporator's Name: K. Scott Piel as registered agent, officer and director on behalf of the parent company Adventure Group Holdings Corp, a Florida corporation recorded on document #P04000081049 with principal offices located at 3315 Maggie Blvd, Suite 100, Orlando, FL 32811

Article 7

- 7.1 The initial officers and directors are:

K. Scott Piel	President/CEO/Chairman
Paul Murray	Treasurer/CFO
Leslie Koontz	Secretary/COO
Jan Richard	Director
Colin Cantwell	Director

Article 8

- 8.1 The effective date of incorporation shall be June 14, 2004


Article 9

- 9.1 The par value of the company's Series A Preferred Stock is set at \$0.01 per share.
- 9.2 The par value of the company's Series B Preferred Stock is set at \$0.01 per share
- 9.3 The par value of the company's Common Stock is set at \$0.01 per share

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Date



Signature/Incorporator



Date