

P95000000829

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Mike Hill

(Requestor's Name)

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Tallahassee, FL 32303 904 386 5245

(City, State, Zip)

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DIVISION OF CORPORATION

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WREN DIVER VENTURES OF KEY LARGO, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 1/4/95

Examiner's Initials

ARTICLES OF INCORPORATION
OF

WRECK DIVER VENTURES OF KEY LARGO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Wreck Diver Ventures of Key Largo, Inc.

ARTICLE II

NATURE OF BUSINESS

The primary nature of business of this corporation shall be providing vessel charters for recreational water sports activities, and any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be 219 South Ocean Shores Drive, Key Largo, Florida 33037.

ARTICLE VI

REGISTERED AGENT

The registered Agent of this corporation shall be Jefferv A. Wingate.

ARTICLE VII

DIRECTORS

This corporation shall have one director(s), initially. The number of directors may increase or diminish from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the member(s) of the initial Board of Directors shall be:

Name

Address

Jeffery A. Wingate

219 South Ocean Shores Drive
Key Largo, FL 33037

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Article of Incorporation is:

Name and Address

Jeffery A. Wingate
219 South Ocean Shores Drive
Key Largo, FL 33037

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall

have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suite, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

AMENDMENT

These Article of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of December, 1994.


Jeffery A. Wingate

STATE OF FLORIDA

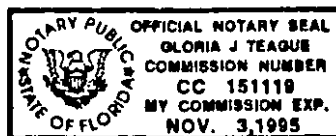
COUNTY OF Monroe

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Jeffery A. Wingate, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of DEC., 1994.


Notary Public, State of Florida
at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

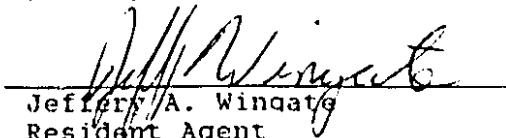
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That Wreck Diver Ventures of Key Largo, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 219 South Ocean Shores Drive, Key Largo, Monroe County, Florida, has named Jeffery A. Wingate, Key Largo, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Jeffery A. Wingate
Resident Agent