

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 24 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 125 11-2

RE: Mermaid Dive Services, Inc.

Capital Express

Amount of Fee _____

Corp. Record _____

Ind. Withdrawal _____

Design Co. File _____

() Cert. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

U.S. _____

Fictitious Name File _____

_____ File No.'s, _____ Copies

_____ FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

*Articles
of
Incorporation •*

FILED
25 JAN 25 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

Mermald Dive Guides, Inc.

ARTICLE I. NAME: The name of this corporation is:

Mermald Dive Guides, Inc.

Whose mailing address is: 8711 Perimeter Park Blvd., Suite 6
Jacksonville, Florida 32216

ARTICLE II. DURATION: This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE: The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. FUTURE STOCK ISSUES: In the event of an issue of nonissued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or her right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI. REGISTERED AGENT: The initial registered agent for this corporation is David H. McQuaig and the initial registered office is located at 8711 Perimeter Park Blvd., Suite 6, Jacksonville, Florida 32216.

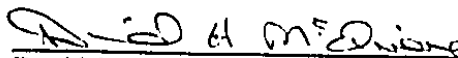
ARTICLE VII. DIRECTORS: The corporation shall have one (1) director initially, whose name and street address is as follows:

Jeffrey Philips
10610 Casa Grande
Jacksonville, Florida 32257

ARTICLE VIII. INCORPORATORS: The name and address of the incorporator of this corporation is as follows:

David H. McQuaig
8711 Perimeter Park Blvd.
Suite 6
Jacksonville, Florida 32216

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19th day of January, 1995.



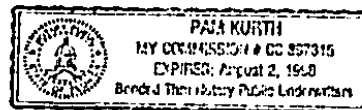
David H. McQuaig, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing Articles of Incorporation were acknowledged before me this 19th day of January, 1995, by David H. McQuaig, who is personally known to me and who did not take an oath.

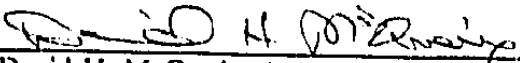


Notary Public signature
Name of Notary Public: Pam Kurth



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


David H. McQuaig, Agent

FILED
95 JAN 25 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA