

P95000008363

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Eckert, Leamans, Cherin & Mellott

(Requestor's Name)

206 S. Adams Street

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DIVISION OF REVENUE

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-02/01/95--01000--001
*****20.00 *****70.00

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

1. Atlantis Submarines (Miami) Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:00

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ 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

FILED
95 FEB -1 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/1/95

Examiner's Initials

**ARTICLES OF INCORPORATION OF
ATLANTIS SUBMARINES (MIAMI) INC.**

FILED
95 FEB - 1 PH12-22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is:

ATLANTIS SUBMARINES (MIAMI) INC.

Second: The address, wherever located, of the principal office of the corporation, if known, is:

Atlantis Submarines (Miami) Inc.
c/o Atlantis Submarines International, Inc.
55 West 8th Avenue
Vancouver, British Columbia
Canada V5Y 1N1

Third: The mailing address, wherever located, of the corporation is:

Atlantis Submarines (Miami) Inc.
c/o Atlantis Submarines International, Inc.
55 West 8th Avenue
Vancouver, British Columbia
Canada V5Y 1N1

Fourth: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is c/o Eckert Seamans Cherin & Mellott, Attention: Carter N. McDowell, Esquire, Barnett Tower, 18th Floor, 701 Brickell Avenue, Miami, Florida 33131

The name of the initial registered agent of the corporation at the said registered office is Carter N. McDowell, Esquire.

The written acceptance of the said initial registered agent, as required in Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Name

Address

Cynthia L. Woolheater

c/o Eckert Seamans Cherin & Mellott
600 Grant Street, 42nd Floor
Pittsburgh, PA 15219


Seventh: The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Eighth: The duration of the corporation shall be perpetual.

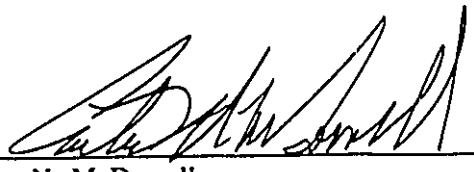
Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Tenth: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves as the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 31, 1995.


Cynthia L. Woolheater, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, 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.


Carter N. McDowell

Date: January 25, 1995

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95 FEB -1 PM 12:22
SEC.
TALLAHASSEE
FLORIDA