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STATE
DIVISION OF CORPORATIONS
ESTABLISHED 1911
P. 13-52

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
JAN 11 1987

SUBJECT: Dive Mask Optics Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

___ \$ 131.25 Filing Fee, Certify Copy & Certificate

FROM: Henry Manassa III

9445 Telfer Run

Orlando FL 32817

Daytime Telephone: (407) 657-4887
(407) 339-8808

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
DIVE MASK OPTICS, Inc.

The Undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I :

The name of this Corporation shall be:

DIVE MASK OPTICS, Inc.

and its business shall be carried in Orange County, Florida and also within and without the State of Florida, and in The United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II : NATURE OF BUSINESS.

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1.- The nature of the business and the objects and purposes to be transacted, promoted or carried on by this Corporation are: to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.

2.- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.

3.- To buy, sell, manufacture, repair, alter and change, let or hire, export or deal on all kinds of articles and things which may be required for the purposes of any of said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

4.- To engage in any activity or business permitted under the laws of The United States of America and the State of Florida.

ARTICLE III : CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any given time shall be 1000 shares no par value common stocks.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Director of The Company. Stock in other corporations, or going businesses may be purchased by The Corporation, in return for the issuance of its Capital Stocks, and said purchases shall be in such basis for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV : INITIAL CAPITAL.

The amount of capital with which this Corporation will begin business is US \$ 1000 (one thousand dollars).

ARTICLE V : TERMS OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI : ADDRESS.

The initial address of this Corporation in the State of Florida is:
356 WILSHIRE BLVD. CASSELBERRY , FL- 32707

ARTICLE VII : DIRECTORS.

This Corporation shall have not less than (1) one Directors, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire in accordance with the By-law hereof, but at no time shall there be a number less than one (1).


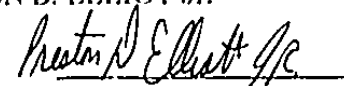
ARTICLE VIII :

The names and Post-Office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President:	HENRY MANASSA III 9445 TELFER RUN ORLANDO FL 32817
Vice-President:	PRESTON DAVID ELLIOT JR. 1217 CATHERINE ST. ORLANDO FL 32801
Secretary:	PRESTON DAVID ELLIOT JR. 1217 CATHERINE ST. ORLANDO FL 32801
Directors:	HENRY MANASSA III 9445 TELFER RUN ORLANDO FL 32817

ARTICLE IX : SUBSCRIBERS- INCORPORATORS

The name and post office address of each subscriber to these Article of Incorporation, and the number of stock each agree to take, and the Value of the consideration paid therefor are as follows:

Name	signature	Address	No. of Amount of Shares Paid
HENRY MANASSA III		9445 Telfer Run Orlando Fl 32817	800 shares
PRESTON D. ELLIOT Jr.		1217 Catherine St. Orlando Fl 32801	200 shares

ARTICLE X : AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitations of the power conferred by Statute, the Board of Directors is expressly authorized:

- 1.- To make, alter, amend or repeal the By-laws of the Corporation.
- 2.- To fix the amount to be reserved as working capital and to authorize the cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
- 3.- If the by-laws so provide, to designate by resolution one or more of their number to constitute an executive committee, which Committee, to the extent provided in the resolution or in the by-law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS.

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholders, including the heirs, assigns, executors, or administrators of deceased stockholders, desiring to sell or transfer such stock owned by him or them shall first offer it to the Corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or to transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter, either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of such stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of the thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE XIII INITIAL REGISTER OFFICE AND AGENT

The initial Register Office and Register Agent of the Corporation is:

HENRY MANASSA III
9445 TELFER RUN
ORLANDO FL 32817

IN WITNESS WHEREOF, we hereto set our hands) and seal this on this
23 day of the month of Feb of 1995.

Henry Manassa III

HENRY MANASSA III
as Subscriber and Register Agent

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said ACT:

That Dive Mask Optics Inc. desiring to organize under the laws of the State of Florida,
with its principal place of business as indicated in the Articles of Incorporation in the city of
Orlando, State of Florida, has named Henry Manassa III residing at 9445 Teller Run
Orlando Florida 32817 as its agent to accept service of process within Florida.

Henry Manassa III
(Corporate Officer)

Title PRES. & DIRECTOR
Date 2-23-95

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 I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Henry M. Minkowski
(Resident Agent)

2-23-95

Date