

ALSO A MEMBER OF
THE CONNECTICUT BAR

2082 NORTH UNIVERSITY DRIVE
SUNRISE, FLORIDA 33322

P95000024103

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 24 AM 9:21

(305) 741-0255
Fax: (305) 572-9443

Secretary of State
Division of Corporations
New Corporate Filings, Domestic
P.O. Box 6327
Tallahassee, Florida 32314

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-03/24/95--01095--017
****122.50 ****122.50

re: Filing Articles of Incorporation
North Dade Diving Institute, Inc.

Dear Sir or Madam:

Enclosed please find one original and one photocopy of the Articles of Incorporation and Certificate of Designation and Acknowledgment of Registered Agent for the above referenced filing, along with a check in the amount of \$122.50. Kindly return a validated copy of the Articles and a Certificate of Incorporation. I have enclosed a self addressed stamped envelope for your convenience.

Thank you in advance for your attention to this matter.

Very truly yours,

The Law Offices of Robert M. Panisch

Dana Thomas
Legal Assistant

:dt
encls.
SECST

3/27/95
(74)

ARTICLES OF INCORPORATION

OF

NORTH DADE DIVING INSTITUTE, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation for the purposes of the Corporation as herein set forth:

ARTICLE I - NAME

The name of this Corporation is NORTH DADE DIVING INSTITUTE, INC. its principal office is located at 16604 N.E. 2 Avenue, North Miami Beach, Florida 33162. The Board of Directors may from time to time move the principal place of business to any other address in the State of Florida.

ARTICLE II - COMMENCEMENT AND DURATION

The commencement of the corporate existence of NORTH DADE DIVING INSTITUTE, INC. shall occur upon the filing and acceptance of these Articles. The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is One Hundred (100) Shares of common stock, having a par value of One (\$1.00) Dollar per share for all such shares, unless otherwise determined by vote of the principals.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 2090 N. University Drive, Sunrise, Florida 33322, and the initial registered agent of this Corporation at such office shall be Robert M. Panisch, Esq. who upon accepting this designation agrees to comply with the provisions of Section 607.0501, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors may from time to time move the office to any other address in Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than twelve. The names and addresses of the directors constituting the initial Board of Directors are:

NAME

ADDRESS

Leonard S. Panisch

19301 N.E. 19th Place
No. Miami Beach, FL 33179

ARTICLE VII - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred (\$100.00) Dollars.

ARTICLE VIII - INCORPORATOR

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

NAME

ADDRESS

Robert M. Panisch

2092 N. University Drive
Sunrise, Florida 33322

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE X - CONTRACTS WITH OTHER CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, nor any act of this Corporation shall be in any way affected or invalidated by the fact that any of the


Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of March, 1995.

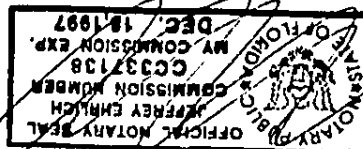
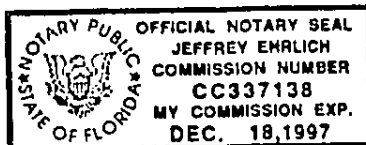

Robert M. Panisch Incorporator

State of Florida)
)ss: Sunrise
County of Broward)

The foregoing Articles of Incorporation of NORTH DADE DIVING INSTITUTE, INC. were acknowledged before me this 14 day of March, 1995 by Robert M. Panisch, as incorporator.


Notary Public - State of Florida

My Commission Expires:



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95 MAR 24 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered agent and registered office in the State of Florida that being Robert M. Panisch, Esq., 2090 N. University Drive, Sunrise, Florida 33322 and is so authorized to accept service of process within the State of Florida.

Leonard Panisch
Corporate Officer

Dated: 3/14/95

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for NORTH DADE DIVING INSTITUTE, INC. at the place designated above, 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert M. Panisch

Dated: 3/14/95

Filed by:
Robert M. Panisch
2090 N. University Drive
Sunrise, Florida 33322
(305) 741-0255