

ACCOUNTING & TAX SERVICES
7644 South Tamiami Trail
Sarasota, Florida 34231
Phone (813) 923-0792

EFFECTIVE DATE
3-1-95

Date March 24, 1995

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

95000024311


400001438904
-03/24/95--01058--008
****122.50 ****122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation for **BLUE WATER DIVING, CORPORATION.**

Also find enclosed a check made payable to the Secretary of State for the \$122.50 that includes the statutory filing fee. Your assistance in establishing the Corporation to be known as the **BLUE WATER DIVING, CORPORATION** is appreciated.

Respectfully,


RUSSELL F. GRAVES
Account Manager

3/27/95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAR 24 PM 1:08
FILED

**ARTICLES OF INCORPORATION
OF
BLUE WATER DIVING, INC.**

ARTICLE I. NAME

The name of the Corporation will be:

BLUE WATER DIVING, INC.

ARTICLE II. DURATION

This Corporation will exist perpetually.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which will be designated "common shares."

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation is **5809 Countrywood Drive, Sarasota, Fl. 34230** and the name of the registered agent for this Corporation at this address is **Anthony P. Lisa**.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) director initially. The number of directors may be either increased or decreased from time to time, by the bylaws but will never be less than one. The name and address of the initial director for this Corporation is **Anthony P. Lisa, 5809 Countrywood Drive, Sarasota, Fl. 34230**.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is **Anthony P. Lisa, 5809 Countrywood Drive, Sarasota, Fl. 34230**.

EFFECTIVE DATE
4/1/95
FILED
MAR 24 PM 1:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. PREEMPTIVE RIGHTS

Each shareholder of the Corporation will have the right to purchase shares and securities convertible into shares of any class, kind, or series of stock in the Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of outstanding shares, exclusively of treasury shares. Any shareholder will deem this right waived who does not exercise it and pay for the shares within thirty (30) days after the receipt of notice in writing from the Corporation, stating the price, terms, and conditions of the issue of shares, and inviting the shareholder to exercise his or her preemptive rights. Affirmative written waivers may also waive this right submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

ARTICLE IX. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issue of stock certificates to replace lost or destroyed certificates.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XI. INDEMNIFICATION

The Corporation will indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XII. DATE OF COMMENCEMENT

The date of commencement of the Corporation will be **April 1, 1995**, with the approval of these Articles of Incorporation by the Department of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of MARCH 1995.

Anthony P. Lisa
ANTHONY P. LISA
SUBSCRIBER

I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Anthony P. Lisa
ANTHONY P. LISA
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **Anthony P. Lisa**, to me known to be the person described in. Who executed the Articles of Incorporation, and him or she acknowledged before me that he or she executed the same.

WITNESS my hand this 21st day of MARCH 1995.



RUSSELL F. GRAVES
L. Comm. Exp. 5-8-95
Bonded By Service Ins. Co.

Russell F. Graves
RUSSELL F. GRAVES
NOTARY PUBLIC

My Commission expired: 5-8-95

RESOLUTION TO BE TREATED AS A SUBCHAPTER S CORPORATION

Whereas they deem in the best interest of the Corporation and its shareholders that the Corporation takes certain actions,

Resolved, the Corporation elects to be treated as a Subchapter S Corporation. The officers of the Corporation are authorized to make necessary arrangements to comply with the regulations concerning a Subchapter S Corporation.

Dated: March 21, 1995

Attest:

Anthony P. Lisa
ANTHONY P. LISA
PRESIDENT

FILED
35 MAR 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA