

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P95000029300

FILED
APR 13 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FL

ACCOUNT NO. : 072100000032

REFERENCE : 579085 82458A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 13, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 579085

CUSTOMER NO: 82458A

CUSTOMER: Helen Mcgrady, Legal Assistant
MOSS HENDERSON VAN GAASBECK
BLANTON & KOVAL
P. O. Box 3406

Vero Beach, FL 32963

100001455611
-04/13/95--01033--019
****122.50 ****122.50

DOMESTIC FILING

RUSH WILL WAIT

NAME: SCUBA INSTRUCTORS OF STUART,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN APR 13 1995

W95-17951



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SCUBA INSTRUCTORS OF STUART, INC.
Ref. Number: W95000007951

We have received your document for SCUBA INSTRUCTORS OF STUART, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00017009

ARTICLES OF INCORPORATION OF
SCUBA INSTRUCTORS OF STUART, INC.

FILED

25 APR 13 PM 3:41

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: SCUBA INSTRUCTORS OF STUART, INC.

ARTICLE II

PURPOSE OF BUSINESS

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE III

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation is FORD J. FEGERT whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 1371 Jonathan's Trail, Vero Beach, FL 32963.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The names of the initial Directors of the corporation are as follows:

Nancy L. Gould	1371 Jonathan's Trail
	Vero Beach, FL 32963

ARTICLE VIII

INCORPORATORS

The name and address of the corporation's incorporator is:

Nancy L. Gould	1371 Jonathan's Trail
	Vero Beach, FL 32963

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

INDEMNIFICATION


The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1991).

IN WITNESS WHEREOF, I have subscribed my hand this 11th day of April, 1995.

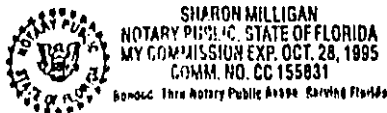


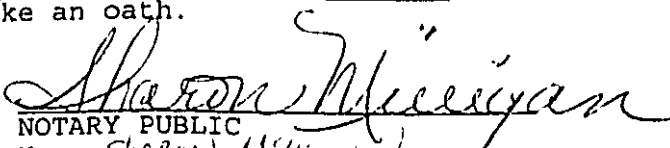
NANCY L. GOULD

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 11th day of April 1995, by NANCY L. GOULD, who is personally known to me or produced _____ as identification, and who did not take an oath.

(Notarial Stamp)




NOTARY PUBLIC

Name: SHARON MILLIGAN

State of Florida

My Commission No: CC 155831

My Commission Expires: OCT 28, 1995

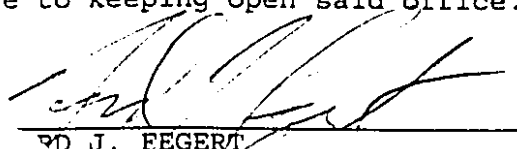
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT,
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Scuba Instructors of Stuart, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named FORD J. FEGERT, of the State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



FORD J. FEGERT

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

FILED

APR 13 PM 3:41

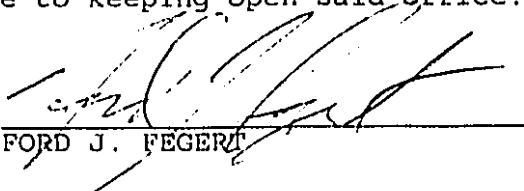
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FORD J. FEGERT