

P9500032647

RICHARD A. WHITTINGTON, F.J.
ATTORNEY AT LAW
49 N. HAYWARD CITY BOULEVARD
TALLAHASSEE, FLORIDA 32314
TELEPHONE (904) 234-3878
FAX (904) 234-3878

April 21, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED 41 APR 24 1995
04/24/95 01015 018
930122.50 044122.50

RE: Articles of Incorporation
Aaron's Scuba & Snorkel Center, Inc.

Dear Sir:

I am enclosing herewith the original Articles of Incorporation of the above referenced Corporation, to be filed in accordance with Florida Statute 617. I am also enclosing herewith a Certificate Designating Registered Agent in accordance with Florida Statute 48.091 for filing with your office. A check in the amount of \$122.50 is also enclosed for the following expenses:

\$ 35.00	Filing Fee
52.50	Certified Copy of Articles of Incorporation
35.00	Registered Agent Designation

\$122.50 Total Amount of Check Enclosed

I would greatly appreciate your assistance in filing these documents at the earliest possible time and then returning the certified copy of the Articles of Incorporation to me as soon as possible. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Richard A. Whittington
Richard A. Whittington

RAW:cms

Enclosures
cc: Aaron's Scuba & Snorkel

FILED
95 APR 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AARON'S SCUBA & SNORKEL CENTER, INC.

THE UNDERSIGNED, as subscriber to these Articles of Incorporation, being a natural person over the age of eighteen (18) years, competent to contract and to render services under the Law of the State of Florida, hereby presents and adopts these articles of formation of a corporation under the Florida General Corporation Act, and other Laws of the State of Florida.

ARTICLE I

The name of the corporation is:

AARON'S SCUBA & SNORKEL CENTER, INC.

ARTICLE II

Term of existence of this Corporation shall be perpetual. This Corporation shall be deemed to commence its existence on the filing and acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. To such extent as a Corporation organized under the Florida General Corporation Act of this state may now or hereafter lawfully do, to do, either as principal or agent and

FILED
95 APR 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a Corporation may now or hereafter be organized to do or to exercise under the Florida General Corporation Act of this state or under any act amendatory thereof, supplemental thereof, or substituted therefor.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is One Thousand Shares (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase his prorata share of any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

FILED
95 APR 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The street address of the initial registered office of the Corporation shall be 441 N. Harbor City Boulevard, D-7, Melbourne, Florida 32935.

The name of the initial registered agent at such address is Bruce Aaron. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The principal address and the registered office address are the same.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one member. The names and addresses of the first Director is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce S. Aaron	441 N. Harbor City Boulevard, D-7 Melbourne, FL 32935

Directors are of full legal age and are legal residents of the United States of America. The number of directors may be either increased or decreased from time to time by amending the Bylaws of the Corporation.

ARTICLE VIII

No director or officer of this corporation shall be required to be a shareholder of the corporation in order to qualify for his or her office or to perform duties on behalf of the corporation.

FILED
95 APR 24 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

The names and addresses of the incorporators are:

NAME

Bruce S. Aaron

ADDRESS

441 N. Harbor City Boulevard, D-7
Melbourne, FL 32935

ARTICLE X

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares. However, the holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of their shares with regard to questions of the election and direct appointment of officers, appointment of employees and the issuance of dividends. Such regulations or restrictive provisions shall not effect the rights of parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XI

The power to adopt, alter, amend or repeal Bylaws shall be vested exclusively in the shareholders.

ARTICLE XII

The shareholders of the Corporation shall have the power to include in the Bylaws, any regulative or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its

FILED
95 APR 24 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

shareholders, or in the event of death, termination, or resignation of any of its shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XIII

The Corporation shall indemnify any officers or directors, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, we, as the original subscribers hereto have executed these Articles of Incorporation this 21st day of April, 1995.

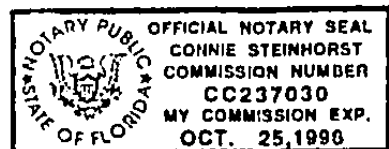
Bruce S. Aaron
Bruce S. Aaron

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bruce S. Aaron, personally known to me or who produced personally known as identification and who did take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of April, 1995.

Signature Connie Steinhurst
Print Name CONNIE STEINHURST
NOTARY PUBLIC - State of FL
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AARON'S SCUBA & SNORKEL CENTER, INC., desiring to organize as a corporation pursuant to the laws of the State of Florida with its registered office at 441 N. Harbor City Boulevard, D-7, Melbourne, Florida 32935, has named and designated BRUCE S. AARON, its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21 day of April 1995.

Bruce S. Aaron
BRUCE S. AARON
Registered Agent

FILED
95 APR 24 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000032647

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

AARON'S SCUBA & SNORKEL CENTER, INC.
2716 S RIVERVIEW DR
#1
MELBOURNE, FL 32901 US

SUBJECT: AARON'S SCUBA & SNORKEL CENTER, INC.
Ref. Number: P95000032647

Debit Memo #: 7497-H

This is to inform you that check #1786 in the amount of \$165.00 submitted with the annual report for AARON'S SCUBA & SNORKEL CENTER, INC. has been returned by your bank because of PAYMENT STOPPED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 14, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00025801

State of Florida

Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for AARON'S SCUBA & SNORKEL CENTER, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 28, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P95000032647.

P95000032647

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-eighth day of July, 1997



CR2EO22 (2-95)

Sandra B. Northam
Sandra B. Northam
Secretary of State