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ROBERTO D. STANZIALE

June 2, 1995

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

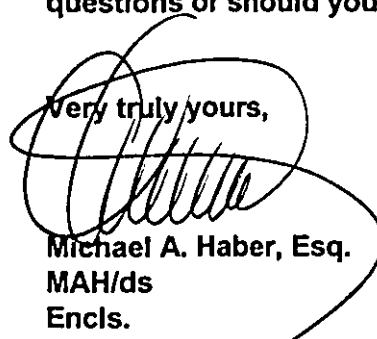
RE: REEF ENCOUNTERS, INC.

Dear Sirs,

Please find the enclosed Articles of Incorporation for the above-referenced company together with the attached check (number 997) in the amount of one hundred and twenty-two dollars and fifty-cents (\$122.50) for the filing fees and for a certified copy of these corporate papers. Additionally, please find the enclosed addressed and stamped envelope for your convenience in returning the certified copy.

Thank you for your time and cooperation and please do not hesitate to contact either Mr. McDonald or the undersigned registered agent should you have any questions or should you require any further information.

Very truly yours,


Michael A. Haber, Esq.
MAH/ds
Encls.

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ARTICLES OF INCORPORATION

OF

REEF ENCOUNTERS, INC.

ARTICLE I.

CORPORATE NAME

The name of the corporation is: Reef Encounters, Inc.

ARTICLE II.

CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: 10341 Southwest 156th Street
Miami, Florida 33157

ARTICLE III.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|---|-----------------------------------|------------------------------|
| 1,000 | \$ 1.00 | Common |

ARTICLE IV.

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.

**INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered office in the State of Florida are:

| | |
|--|--|
| <u>INITIAL REGISTERED AGENT:</u> | Michael A. Haber, Esq. |
| <u>INITIAL REGISTERED OFFICE:</u> | The White Building, Suite # 202 One Northeast 2nd Avenue Miami, Florida 33132 |

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| Frederick McDonald | 10341 Southwest 156th Street Miami, Florida 33157 |

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

INDEMNIFICATION

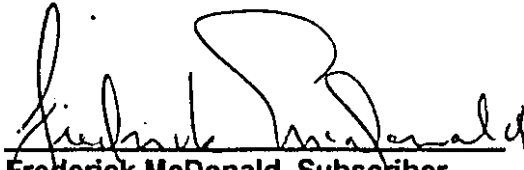
The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

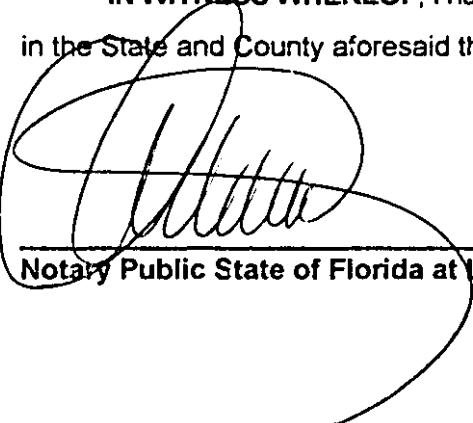
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 2nd day of June, 1995.


Frederick McDonald, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared **FREDERICK McDONALD** who (s personally known to me or who has produced n/a as identification, who took an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he has executed these Articles of Incorporation for **Reef Encounters, Inc.** knowingly, intelligently and for the purposes herein described.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 2nd day of JUNE, 1995.



Notary Public State of Florida at Large

My commission expires:



OFFICIAL SEAL
Michael Adam Haber
My Commission Expires
April 22, 1996
Comm. No. CC 195765

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE AND 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 Reef Encounters, 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 Miami, County of Dade, State of Florida, has named MICHAEL A. HABER, ESQ., located at The White Building, Suite # 202, One Northeast 2nd Avenue, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By:


MICHAEL A. HABER, ESQ., Registered Agent