

P93000051120

BOYER, EWING & HARRIS

INCORPORATED

ATTORNEYS

THE COASTAL TOWER

NINE GREENWAY PLAZA, SUITE 3100

HOUSTON, TEXAS 77040-0004

(713) 871-2025

TELEFAX (713) 871-2024

FILED
95 JUN 28 PM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 22, 1995

VIA OVERNIGHT COURIER

Secretary of State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Extreme Divers, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of executed Articles of Incorporation of Extreme Divers, Inc., a Florida corporation. Also enclosed please find a check in the amount of \$80.00 made payable to the Secretary of State of Florida to cover the filing fee, the fee for the appointment of a registered agent, and the stamp tax on issuance of stock.

Please file the enclosed Articles of Incorporation and return the evidence of filing to the undersigned at the above address.

Thank you for your assistance in this matter. If you have any questions or if there is any problem with this filing, please call me at 713/871-2025.

Sincerely,

Leslie Rutherford

Leslie Rutherford
Legal Assistant

Enclosures

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-06/28/95--01093--007
*****80.00 *****80.00

File
6-30

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
EXTREME DIVERS, INC.

FILED
95 JUN 28 11:10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: EXTREME DIVERS, INC.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

200 Heron's Run Drive, Suite 204, Sarasota Florida 34232

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000,000 at \$1.00 par value

***FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:**

<u>N/A</u>	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____

***FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:**

<u>N/A</u>	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: No shareholder of the Corporation or any other person shall have any preemptive right whatsoever to acquire additional, unissued, or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares or any other securities of the Corporation.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: No shareholder shall have the right to cumulate his votes for the election of directors, but each share shall be entitled to one vote in the election of each director and for all other purposes. A majority is sufficient for any action which may be taken at a meeting of the shareholders may be taken without a meeting, without prior notice and without a vote if a written consent setting forth the action so taken has been signed by those shareholders holding a majority of the votes entitled to vote on such action.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 200 Heron's Run Drive, Suite 204, Sarasota, Florida 34232

AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS John Bradley Rogers

***NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS** Two, **AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:**

(FLA - 1959) John Bradley Rogers
200 Heron's Run Drive, Suite 204
Sarasota, FL 34232

Dave Davis
15957 Kuykendahl
Houston, Texas 77068

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

John Bradley Rogers
200 Heron's Run Drive, Suite 204
Sarasota, Florida 34232

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 24 DAY OF June, 19 95.



SIGNATURE/TITLE
John Bradley Rogers/President

SIGNATURE/TITLE

SIGNATURE/TITLE

**ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: John Bradley Rogers IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.**

DATED June 24, 19 95



BY John Bradley Rogers

(TYPE NAME OF OFFICER)

President

(TITLE OF OFFICER)