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Joel E. Greenberg, also admitted in New Jersey

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July 5, 1995

Department of State
Corporate Records
c/o Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300001537803
-07/14/95--01035--002
*****70.00 *****70.00

Re: **Incorporation of ABC'S of Scuba Diving, Inc.**

Dear Secretary of State

Please find enclosed the original and one (1) copy of the Articles of Incorporation for ABC'S of Scuba Diving, Inc., as well as a check made payable to the Secretary of State in the amount of \$70.00 representing filing fees. Upon receipt, please send a true copy back to our office on behalf of the Registered Agent and Incorporator. Thank you for your anticipated cooperation.

Very truly yours,

Joel E. Greenberg
JOEL E. GREENBERG

JUL 17 1995 BSB

Enclosures

FILED
95 JUL 16 PM 4:05

ARTICLES OF INCORPORATION

OF

FILED

ABC'S OF SCUBA DIVING, INC. 95 JUL 14 PM 4:05

ARTICLE ONE

SECRETARY
TALLAHASSEE, FLORIDA

The name of the corporation is ABC'S OF SCUBA DIVING, INC.
The principal address of the corporation is: 2032 Filmore Street,
Hollywood, Florida 33020.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the
transaction of any or all lawful business for which corporations may
be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have
authority to issue is one thousand (1,000) of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for
the issuance of shares consideration of the value of \$1,000.00
consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 2032 Filmore
Street, Hollywood, Florida 33020, and the name of its initial
registered agent at such address is JOHN NOETZEL.

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


JOHN NOETZEL

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
JOHN NOETZEL	2032 Filmore Street, Hollywood, Florida 33020
GARY BIETER	8604 Griffin Road, Cooper City, Florida 33328

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
JOHN NOETZEL	2032 Filmore Street, Hollywood, Florida 33020

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.