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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: A KEYS DIVING ADVENTURE, INC.
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ARTICLES OF INCORPORATION
OF
A KEYS DIVING ADVENTURE, INC.

ARTICLE 1. CORPORATE NAME.

The name of this corporation is A KEYS DIVING ADVENTURE, INC.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 10201 Hammocks Blvd. Suite 152 Miami, Florida 33196.

ARTICLE 3. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 \$.10 par value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: Lee Solomon, 10201 Hammocks Blvd. Suite 152 Miami, Florida 33196.

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Lee Solomon
10201 Hammocks Blvd. Suite 152
Miami, Florida 33196

Tim Nease
129 Main Street
Hickory, Pennsylvania 15340

IRA B. PRICE
9130 S. DADELAND BLVD.
MIAMI, FL 33156
(305) 670. 3030
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ARTICLE 6. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is:

Leo Solomon
10201 Hammocks Blvd. Suite 152
Miami, Florida 33196

ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 8. DIRECTOR CONFLICT OF INTEREST.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

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2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

The undersigned incorporators has executed these Articles of Incorporation this 13th day of September, 1995.


Lee Solomon, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

September 13, 1995


Lee Solomon

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