

P95000096439
DEMAHY LABRADOR & DRAKE
— A PROFESSIONAL ASSOCIATION —

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May 5, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/13/02--01063--007
*****78.75 *****35.00

RE: South Beach Divers, Inc.
Document No.: P95000096439

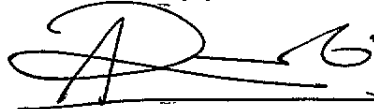
Dear Sir or Madam:

Enclosed, please find a Notice of Action Without Meeting of Shareholder, Statement of Change of Registered Agent, and Articles and a Plan of Merger regarding the above-referenced corporation, South Beach Divers, Inc.

In addition, please find a company check in the amount \$78.75 (\$35.00 for the Statement of Change of Registered Agent; \$35.00 merger documents and; \$8.75 for a certified copy of the merger documents.)

I trust the foregoing information and enclosures are sufficient. However, please do not hesitate to contact the undersigned with any questions or comments.

Very truly yours,



Armando P. Rubio, Esquire

FILED
02 MAY 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

T BROWN MAY 16 2002

**STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both in the State of Florida.

1. The name of the corporation: SOUTH BEACH DIVERS, INC.
2. The mailing address of the corporation: 850 Washington Avenue, Miami Beach, FL 33139
3. Date of Incorporation / Qualification: December 21, 1995 Document Number: P95000096439
4. The name and address of the current registered agent and office:

BOULANGER, SASHA
850 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

5. The name and address of the **new registered agent** (if changed) and/or registered office (if changed):

MENENDEZ, CARLOS
850 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

FILED
02 MAY 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Carlos Menendez

Carlos Menendez, Vice President and Director

4/18/02

Date

Having been named as registered agent and to accept service of process for the above stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Carlos Menendez

Carlos Menendez, Registered Agent

4/18/02

Date

If signing on behalf of an entity:

(Typed or Printed Name)

Date

* * * FILING FEE: \$35.00 * * *

CR2E045(9/00)

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314