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McFARLAND, GOULD, LYONS & SULLIVAN, P. A.  
ATTORNEYS AT LAW

*Serving The Tampa Bay Area For Over 35 Years*

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December 28, 1995

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

400001681704  
-01/08/96--01080--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: 2 DIVE, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of 2 DIVE, INC. together with the Certificate Designating Registered Agent and Street Address for Service of Process within Florida. Also enclosed is my firm's check in the amount of \$70.00 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent

Please return the enclosed copy of the Articles of Incorporation to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Very truly yours,

*C. A. Sullivan*  
C. A. Sullivan *Per*  
Attorney at Law

CAS:rdk

Enclosures

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96 JAN -8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

2 DIVE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of the corporation is 2 DIVE, INC., 1621-A Gulf to Bay Boulevard, Clearwater, FL 34615.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Sta. (1993) as presently enacted and as may be amended from time to time.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV - DURATION OF EXISTENCE & EFFECTIVE DATE

This corporation is to have perpetual existence and shall become effective at 12:01 A.M., on the date its Charter is granted.

ARTICLE V - PRE-EMPTIVE STOCK RIGHTS

Every shareholder, upon the sale for cash of any new stock for authorized but unissued stock of this corporation of the same kind,

class or series of that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida shall be:

311 S. Missouri Avenue  
Clearwater, FL 34616

and the name of its initial Registered Agent at such address is:

C. A. SULLIVAN, Esquire

The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Directors may designate.

#### ARTICLE VII - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the Directors at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution, or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the Shareholders of the Corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the

laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

BARRY TROUT  
1621-A Gulf to Bay Boulevard  
Clearwater, FL 34615

KATHY WILLIAMSON  
1621-A Gulf to Bay Boulevard  
Clearwater, FL 34615

#### ARTICLE VIII - SUBSCRIBER

The name and street address of the sole incorporator of this Corporation is as follows:

BARRY TROUT  
1621-A Gulf to Bay Boulevard  
Clearwater, FL 34615

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer, director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI - MISCELLANEOUS PROVISIONS

It is the intention of the incorporator of this corporation that the first Board of Directors adopt a plan under Section 1244

of the Internal Revenue Code allowing a limited ordinary loss to individuals and loss on stock of a "small business corporation" which qualifies under the code.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 22nd day of December, 1995.

  
BARRY J. TROUT

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared BARRY J. TROUT, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation for 2 DIVE, INC., and who has acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, on this 22nd day of December, 1995, in the aforesaid County and State.




  
Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the

provisions of said Act relative to keeping open said office.

  
C. A. SULLIVAN, Registered Agent

FILED  
96 JAN -8 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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34618