



1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-9171
904-224-9172 FAX

000-342-0006

ACCOUNT NO. # 0721000000032

REFERENCE # 013996 017010

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # January 23, 1996

ORDER TIME # 10:29 AM

ORDER NO. # 013996

CUSTOMER NO. # 017010

CUSTOMER: Ms. Wanda Haley
AAA AFFORDABLE SERVICES

3040 Blanding Boulevard
Jacksonville, FL 32210

DOMESTIC FILING

NAME # SOUTHEAST DIVING, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS:

~~101-11656~~

FILED 96 FEB -6 AM 10:04
RECEIVED 96 MAR 22 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FL, USA
DIVISION OF CORPORATION

T. BROWN FEB - 7 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

January 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SOUTHEAST DIVING, INC.
Ref. Number: W96000001655

Resubmit 2/6/96

We have received your document for SOUTHEAST DIVING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00002803

RECEIVED
FLORIDA DEPARTMENT OF STATE
1/26/96

ARTICLES OF INCORPORATION

OF

SOUTHEAST DIVING ENTERPRISES, INC.

FILED
96 FEB 6 AM 10:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I

NAME

The name of the Corporation is **SOUTHEAST DIVING ENTERPRISES, INC.**

The Principal office address and the mailing address of said corporation is 5167 Pond View Drive, Jacksonville, Florida 32258.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata 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

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **5167 Pond View Drive, Jacksonville, Florida 32258**, and the name of the initial registered agent of this corporation at that address is **CHARLES E. McDANIEL**.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have **two** Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

CHARLES E. McDANIEL
3003 E. Benjamin Franklin Court
Jacksonville, Florida 32221

STEPHEN P. ROGERS
5167 Pond View Drive
Jacksonville, Florida 32258

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these articles is. **CHARLES E. McDANIEL, 3003 E. Benjamin Franklin Court, Jacksonville, Florida 32221.**

ARTICLE IX

INDEMNIFICATION

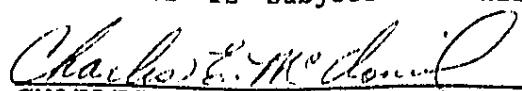
The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

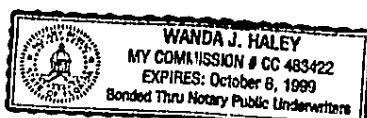
STATE OF FLORIDA
COUNTY OF DUVAL


CHARLES E. McDaniel
Incorporator

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared CHARLES E. McDaniel, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 19 day of January, 1996.


NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA

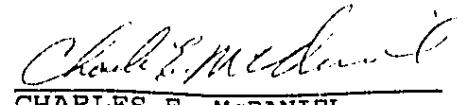


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034,
Statutes, the following is submitted:

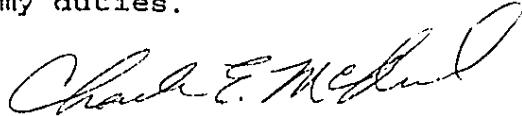
FIRST, that **SOUTHEAST DIVING ENTERPRISES, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at **5167 Pond View Drive** has named **CHARLES E. McDANIEL** as its agent to accept service or process within Florida.

Dated this 10th day of JANUARY, 1996.


CHARLES E. McDANIEL

Director

SECOND, that having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


CHARLES E. McDANIEL

Registered Agent

96 FEB 10 1996
S. SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED