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ORLANDO, FLORIDA 32803

BENJAMIN P. SMATHERS  
E. DAVID KEMP

January 31, 1996

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FAX (407) 248-8088

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: DIVERS OASIS SCUBA CENTER, INC.

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Amendment for this corporation changing the name to XYZ Divers, Inc.

I have also enclosed two copies of the articles for a new corporation named Divers Oasis Scuba Center, Inc., which name will now be available. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the amount of \$35.00 to cover the filing fee of the amendment and a check in the amount of \$122.50 for filing the new Divers Oasis Scuba Center articles.

Sincerely,

*E. David Kemp*  
E. DAVID KEMP

EFFECTIVE DATE  
1-31-96

FILED  
96FEB-5 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96FEB-5 AM 8:26  
DIVISION OF CORPORATIONS

*Dmk*  
*2-8-96*

ARTICLES OF INCORPORATION  
OF  
DIVERS OASIS SCUBA CENTER, INC.

FILED

96 FEB -5 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be DIVERS OASIS SCUBA CENTER, INC.

EFFECTIVE DATE

ARTICLE II - DURATION

1-31-96

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one

time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation shall be: 2422 S. Volusia Ave., Orange City, FL 32763.

The name of the initial registered agent of this corporation at that address shall be: WILLIAM R. SCHILD.

#### ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in

existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
WILLIAM R. SCHILD	2422 S. Volusia Ave. Orange City, FL 32763	Pres., Sec./Treas.

#### ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
WILLIAM R. SCHILD	2422 S. Volusia Ave. Orange City, FL 32763

#### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
WILLIAM R. SCHILD	2422 S. Volusia Ave. Orange City, FL 32763

#### ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power

to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be proscribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 31<sup>st</sup> day of January 1996.

William R. Schild (SEAL)  
WILLIAM R. SCHILD

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCLSS MAY BE SERVED

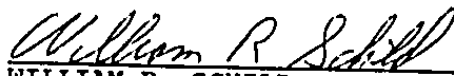
FILED  
96 FEB -5 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

THAT, DIVERS OASIS SCUBA CENTER, INC., desiring to organize  
under the laws of the State of Florida, with its principal office  
as indicated in the Articles of Incorporation in the City of Orange  
City, County of Volusia, State of Florida, has named its Registered  
Agent, WILLIAM R. SCHILD, 2422 S. Volusia Ave., Orange City, County  
of Volusia, State of Florida 32763, to accept service of process  
within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

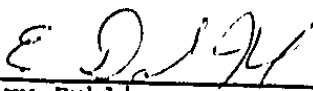


WILLIAM R. SCHILD  
2422 S. Volusia Ave.  
Orange City, FL 32763

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared WILLIAM R. SCHILD, to me personally known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 31<sup>st</sup> day of January, 1996.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



OFFICIAL SEAL  
E. DAVID KEMP  
My Commission Expires  
Sept. 30, 1996  
Comm. No. CC 228686