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FILED
95 FEB -5 AM 8:08
TALLAHASSEE, FLORIDA

February 1, 1996

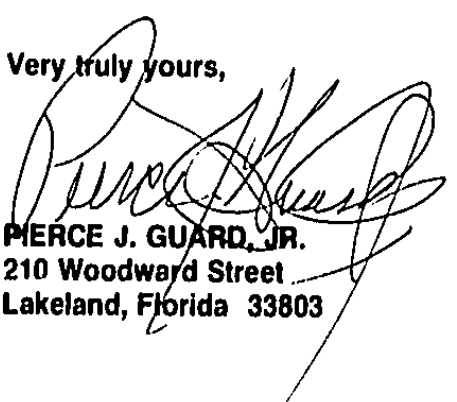
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

7000001707097
-02/06/96--01024--009
*****70.00 *****70.00

SUBJECT: MID-FLORIDA SCUBA SCHOOL, INC.

Enclosed please find an original and one copy of the articles of Incorporation
for the above corporation and check in the amount of \$ 70.00.

Very truly yours,


PIERCE J. GUARD, JR.
210 Woodward Street
Lakeland, Florida 33803

PJGJr/djl
Enclosures

E CHESLER FEB 9 1996

**ARTICLES OF INCORPORATION
OF
MID-FLORIDA SCUBA SCHOOL, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

FILED
26 FEB - 5 AM 8:08
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be MID-FLORIDA SCUBA SCHOOL, INC.
The mailing address is 210 Woodward Street, Lakeland, Florida 33803.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

STOCK

The aggregate number of shares which the corporation has authority to issue shall be One Thousand (1,000), all of which shall be common shares with par value of One (\$1.00) Dollar.

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury share of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 210 Woodward Street, Lakeland, Florida 33803, and the name of the initial Registered Agent is PIERCE J. GUARD, JR.

ARTICLE VII

DIRECTORS

The Board of Directors shall consist of not less than one (1) member.
The names and addresses of the first Board of Directors are:

NAME

ADDRESS

PIERCE J. GUARD, JR.

1836 N. Crystal Lake Dr., #97
Lakeland, Fl. 33801

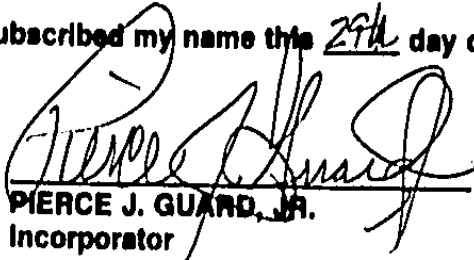
ARTICLE VII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence upon the

filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREFORE, I have subscribed my name this 29th day of January, 1996.


PIERCE J. GUARD, JR.
Incorporator

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, personally appeared PIERCE J. GUARD, JR., to me known to be the person described herein and who did take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 29 day of January, 1996.



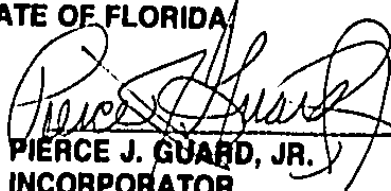
DEBRA J. LOCKHART
My Commission CC290888
Expires May. 31, 1997
Bonded by HAI
600-482-1886


DEBRA J. LOCKHART
Notary Public

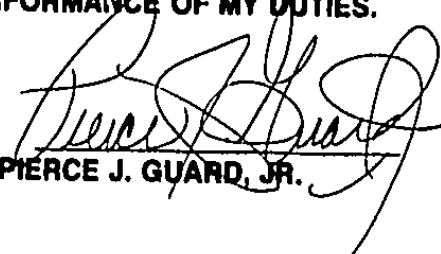
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

**FIRST - THAT MID-FLORIDA SCUBA SCHOOL, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF LAKELAND, STATE OF
FLORIDA, HAS NAMED PIERCE J. GUARD, JR., LOCATED AT 1836 NORTH
CRYSTAL LAKE DRIVE, UNIT 97, LAKELAND, FLORIDA, 33801, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**


**PIERCE J. GUARD, JR.
INCORPORATOR**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**


PIERCE J. GUARD, JR.

DATED: January 27, 1996