

**ARTICLES OF DISSOLUTION BY
GLEN GATES OF BGG SCUBA CENTERS, INC.**

Pursuant to Chapter 607.267 of the Florida General Business Corporation Act.

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles Of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BGG Scuba Centers, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

Glen Gates
3639 Cypress Street
Palm Beach Gardens, Florida 33410

3. The names and respective addresses of the Directors of the corporation are as follows:

Glen Gates
3639 Cypress Street
Palm Beach Gardens, Florida 33410

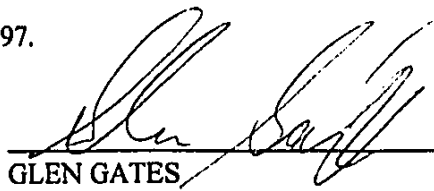
4. All liabilities and obligations of the corporation have been paid or discharged.

5. All property and assets of the corporation remaining after payment of all debts, obligations, and liabilities of the corporation, have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of such written consent is attached to these articles.

Dated this 5 day of August, 1997.



GLEN GATES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF BGG SCUBA CENTERS, INC.**

A special meeting of the Board of Directors of this Corporation was held on August 1, 1997, at 2:00 p.m. at the law offices of Charles H. Burns, counsel for the corporation, located at 1080 E. Indiantown Road, Jupiter, Florida.

All of the directors being present, the meeting was called to order by the chairman. The chairman advised that the meeting was called to approve and adopt the filing of the Articles of Dissolution for the Corporation. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation is hereby dissolved and the attorney for the Corporation is hereby directed to prepare the Articles of Dissolution for filing with the Secretary of State of the State of Florida, and it is further

RESOLVED, that the signing of these minutes by the directors shall constitute full ratification thereof and Waiver of Notice of the meeting by the signatories.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Chairman

Secretary

Director

Director

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1997 AUG 13 11:00