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CHARLES H. BURNS
ATTORNEY AT LAW

OCEANSIDE PROFESSIONAL CENTRE
1080 E. INDIANTOWN ROAD
JUPITER, FLORIDA 33477

TELEPHONE (407) 747-2600
TELECOPIER (407) 575-7642

March 6, 1996

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***122.50 ***122.50

Beth Register
Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: **BGG Scuba Centers, Inc.**

Dear Ms. Register:

Enclosed is the Articles of Incorporation for the above referenced corporation, along with our firm's check in the amount of \$122.50 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,

Charles H. Burns

Charles H. Burns

CHB/rhb

Enclosures

*file date
3/8/96*

1 B. REGISTER MAR 11 1996

FILED
96 MAR -8 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BGG SCUBA CENTERS, INC.

FILED
96 MAR -8 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

BGG SCUBA CENTERS, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect of the scuba and diving business; and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be **ONE THOUSAND**. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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 SIX

The name of the initial registered agent of this corporation is **GLEN GATES**.

The address of the initial registered office of this corporation is **3639 Cypress Street, Palm Beach Gardens, Florida 33410**.

The principal office of the corporation is the same as registered office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the member of the initial Board of Directors is:

**Glen Gates
3639 Cypress Street
Palm Beach Gardens, Florida 33410**

ARTICLE EIGHT

The names and addresses of the incorporators are:

**Glen Gates
3639 Cypress Street
Palm Beach Gardens, Florida 33410**

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

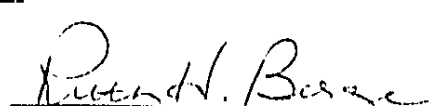
ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.


Glen Gates

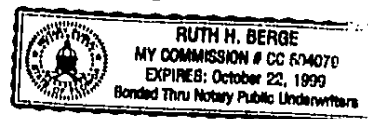
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 6th day of March, 1996 by Glen Gates, in the County and State set forth above, and he is personally known to me or produced _____ as identification and did/did not take an oath.


Notary Signature

RUTH H. BERGE
Printed Notary Signature

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my office address of which is 3639 Cypress Street, Palm Beach Gardens, Florida 33410. I hereby accept the foregoing designation of Registered Agent for BGG Scuba Centers, Inc.

Dated at Jupiter, Florida on this 6 day of March, 1996.


Glen Gates

FILED
MAR 8 PM 1:58
CLERK OF STATE
PALM BEACH, FLORIDA

Tel: (301) 747-2000

CHARLES H. BURNS
ATTORNEY AT LAW
Oceanside Professional Centre
1000 E. Indian Town Rd
Jupiter, Florida 33477

Fax: (301) 575-7042

P96000021848
August 8, 1997

Department of State
Tallahassee, Florida 32304

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-08/15/97-01095-001
*****35.00 *****35.00

RE: BGG Scuba Centers, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Dissolution by Glen Gates of BGG Scuba Centers, Inc. including a copy of the written consent to the dissolution signed by Mr. Gates, who is the sole shareholder of the corporation. Also enclosed is our check in the amount of \$35.00 as payment for the filing fees for same. We have included a self-addressed, stamped envelope for your convenience in returning the written confirmation of the dissolution to our office.

In the event you have any questions with regard to the enclosures, please do not hesitate to call.

Sincerely yours,



Charles H. Burns

CHB/rhb

Enclosures

97 AUG 15 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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**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

37 AUG 15 11:05

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
FILED

CLERK
1997
AUG 1
10:00
AM