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STUART SYMINGTON SMITH  
ATTORNEY AT LAW

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BROOKSVILLE, FLORIDA 34601  
(352) 799-9231  
FAX (352) 796-0910

96 MAY -9 PM 1:52  
4090 COMMERCIAL WAY  
SPRING HILL, FLORIDA 34606  
(352) 686-8104  
FAX (352) 796-0910

May 7, 1996

REPLY TO: BROOKSVILLE

State of Florida  
Department of State  
Corporate Divisions  
P.O. Box 6327  
Tallahassee, FL 32314

500001815705  
-05/09/96--01112--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Gulfside Dive Centers, Inc.**

Dear Sir:

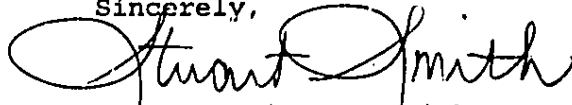
Please find enclosed an original and one (1) copy of the **ARTICLES OF INCORPORATION** for the above-referenced company. Please file the original in your offices and return to this office a certified copy.

I have also enclosed a check in the amount of \$122.50 which will cover the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

If you should have any questions concerning this matter, feel free to contact this office at any time.

Sincerely,

  
Stuart Symington Smith

SSS/vdm  
Enc.

PH  
5/15/96

FILED  
30 MAY -2 PM 1:52  
RECORDED & INDEXED  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GULFSIDE DIVE CENTERS, INC.

ARTICLE I - NAME

The name of this corporation is GULFSIDE DIVE CENTERS, INC.

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 after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

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-rate 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 principal and registered office of this corporation is: 4648 Commercial Way, Spring Hill, Florida 34606. The name of the initial registered agent of this corporation at address is: **MICHAEL G. ELAM**.

**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 no more than five. The name and address of the initial Board of Directors of the corporation is:

**Michael G. Elam**  
4648 Commercial Way  
Spring Hill, Florida 34606

-and-

**Tina E. Elam**  
4648 Commercial Way  
Spring Hill, Florida 34606

**ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these articles is : **MICHAEL G. ELAM**, 4648 Commercial Way, Spring Hill, Florida 34606.

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

**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.

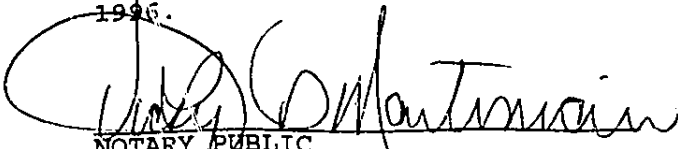
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24th day of April, 1996.

  
**MICHAEL G. ELAM**  
Incorporator

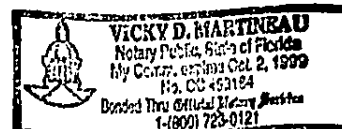
**STATE OF FLORIDA  
COUNTY OF HERNANDO**

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State of County set forth above, personally appeared **MICHAEL G. ELAM** 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 24th day of April, 1996.

  
**NOTARY PUBLIC**  
State of Florida at Large

My Commission Expires: 10-02-99



FILED

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

TO: **FLORIDA DEPARTMENT OF STATE**  
State of Florida

I, **Michael G. Elam**, do hereby accept the duties and responsibilities of the registered agent and am familiar with the responsibilities of a registered agent for the corporation, **GULFSIDE DIVE CENTERS, INC.**, of 4648 Commercial Way, Spring Hill, Florida 34606.

DATED: April 27, 1996.

Michael G. Elam  
**Michael G. Elam**, as Registered Agent  
for **Gulfside Dive Centers, Inc.**

**STATE OF FLORIDA**  
**COUNTY OF HERNANDO**

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared **Michael G. Elam**, known to be and known by me to be the person who executed the foregoing **Consent To Appointment As Registered Agent**, and he acknowledged before me that he executed that **Consent To Appointment As Registered Agent**.

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 27th day of April, 1996.

Vicky D. Martineau  
**NOTARY PUBLIC**  
State of Florida at Large

My Commission Expires: 10-2-99

