

P96000046323



HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

May 9, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
5-9-96

Re: H₂O Divor, Inc.

100001821981
-05/15/96--01036--014
****122.50 ****122.50

Sir/Madam:

Enclosed please find an original and duplicate Articles of Incorporation in regard to the above captioned corporation. Please issue said Articles, certify one copy and return to the undersigned.

We are enclosing our check payable to your office in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$ 122.50</u>

Thanking you for your courtesy and cooperation in this matter.

Sincerely,

HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

Robert Henry Silvers
Certified Public Accountant

FILED
96 MAY 15 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Conflict
\$72003*

RHS/ssb

Enclosures

2096-10707



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1996

ROBERT HENRY SILVERS, CPA
1140 KANE CONCOURSE
FIFTH FLOOR
BAY HARBOR ISLANDS, FL 33154

SUBJECT: H2O DIVER, INC.
Ref. Number: W96000010707

We have received your document for H2O DIVER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

WE CANNOT ENTER THE SYMBOL IN YOUR CORPORATE NAME. IT WILL APPEAR AS H2O ON THE COMPUTER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 896A00025026



HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

May 29, 1996

Both Register, Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref. Number: W96000010707
Old Name: H₂O Diver, Inc.
Now Name: H₂O Diver Charters, Inc.

Dear Beth:

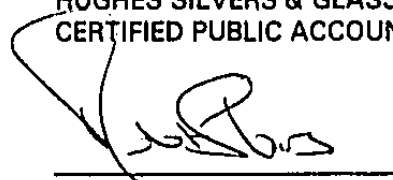
Pursuant to our telephone conversation of this date, enclosed please find two (2) originals
Articles of Incorporation of H₂O Diver Charters, Inc..

As we discussed, it is important that the effective date be May 9, 1996.

If you have any questions, do not hesitate to contact the undersigned.

Sincerely,

HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.



Robert Henry Silvers
Certified Public Accountant

RHS/mg

Enclosures

ARTICLES OF INCORPORATION
OF
H₂O DIVER CHARTERS, INC.

FILED
96 MAY 15 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Robert Henry Silvers, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

H₂O DIVER CHARTERS, INC.

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description

to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III

SHARES

The authorized capital stock of this Corporation shall consist of 500 shares of common stock, \$1.00 par value.

IV

EFFECTIVE DATE AND DURATION

This Corporation shall commence its existence on May 9, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

V

PRINCIPAL OFFICE AND MAILING ADDRESS AND REGISTERED AGENT

The street address and mailing address of the Corporation's initial principal office is: c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The initial registered agent for the Corporation is Robert Henry Silvers, located c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The registered office of this Corporation is: c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154.

VI

DIRECTORS

The Corporation shall have not less than one (1) Director, as provided by the By-Laws. Director(s) shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD

The following shall constitute the first Board of Directors of the Corporation:

Robert Henry Silvers c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

Henry Del Campo c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Robert Henry Silvers c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

IX

GENERAL PROVISIONS

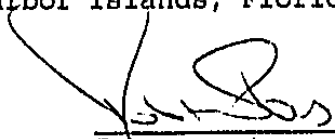
(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

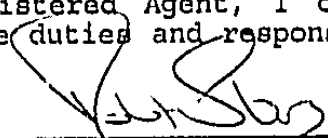
(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Bay Harbor Islands, Florida, this 9 day of May, 1996.



Incorporator

Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.



Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 9 day of May, 1996.



NOTARY PUBLIC, State of Florida
My Commission Expires:



MARIA E. GALAN
COMMISSION # CC 359249
EXPIRES MAR 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
96 MAY 15 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000046323



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 6, 1997

H2O DIVER CHARTERS, INC.
1140 KANE CONCOURSE
FIFTH FLOOR
BAY HARBOR ISLANDS, FL 33154 US

SUBJECT: H2O DIVER CHARTERS, INC.
Ref. Number: P96000046323

Debit Memo #: 2697-F

This is to inform you that check #1091 in the amount of \$173.75 submitted with the annual report for H2O DIVER CHARTERS, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after May 6, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 597A00011481

P96000046323

March 19, 1997

200002118142--3
-03/19/97--01094--002
****173.75 ****173.75

REPLACEMENT FEE 1997

ANNUAL REPORT: H2O DIVER
CHARTERS, INC.

DEBIT MEMO: # 2697-F

CHECK #: 1091