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BECKMEYER & MULICK
ISLAMORADA PROFESSIONAL CENTER
81990 OVERSEAS HIGHWAY - SUITE 201
ISLAMORADA, FL 33036

TEL: (305) 664-3336
FAX: (305) 664-3003

000001054050
06/06/96-01036--010
***122.50 ***122.50

May 31, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Sharky's Dive Center, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

Thank you.

Very truly yours,

BECKMEYER & MULICK

By: 

NM/rc

Enclosure

cc: Sharky's Dive Center, Inc.

6-11-96
Robin Carmichael (Sec. for Nicholas Mulick)
confirmed the Name Reg. is associated with
these articles and is taking a copy
of said letter. KR

FILED
96 JUN -6 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-11-96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1996

BERNARD D. LIPSITZ
SHARKY'S DIVE CENTER
108240 OVERSEAS HIGHWAY
KEY LARGO, FL 33037

The name SHARKY'S DIVE CENTER, INC. has been reserved for 120 days beginning March 4, 1996. The reservation number is FSC000001144 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 096A00009510

| | | | | | |
|------------------|---------------|---------|--------------|------|---|
| Post-It Fax Note | 7871 | Date | 6/11/96 | Page | 1 |
| To | Kim R. F. C. | From | Nick Mullick | | |
| Card No. | Sec. of State | Co. | | | |
| Phone # | | Phone # | 664-3336 | | |
| Fax # | 904-787-6013 | Fax # | 664-3336 | | |

**ARTICLES OF INCORPORATION
OF**

SHARKY'S DIVE CENTER, INC.

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

ARTICLE I NAME

The name of the corporation shall be: Sharky's Dive Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

106240 Overseas Highway
Key Largo, Florida 33037

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares at \$1.00 par value each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Danny Stahl
106240 Overseas Highway
Key Largo, Florida 33037

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Danny Stuhl
106240 Oversens Highway
Key Largo, Florida 33037

ARTICLE VI PREEMPTIVE RIGHTS


Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.
4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of May, 1996.

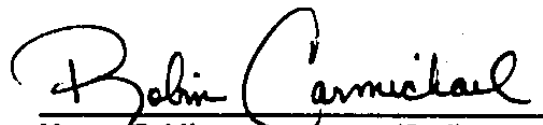


Danny Stahl

State of Florida

County of Monroe

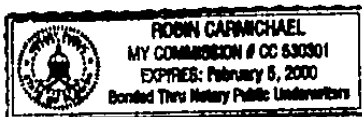
The foregoing instrument was acknowledged before me this 31st day of May, 1996 by Danny Stahl. He is personally known to me or has produced _____ as identification and did(did not) take an oath.



Notary Public (Seal)

My Commission Expires:

Robin Carmichael
(Print Name of Notary Public)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Sharky's Dive Center, Inc.
2. The name and address of the registered agent and office is:

Danny Stahl
106240 Overseas Highway
Key Largo, Florida 33037

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Danny Stahl, Registered Agent

5/21/96

Dated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA