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CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 995428   9542A

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : $ 70.00

- -

ORDER DATE : June 20, 1996

ORDER TIME : 5:02 PM

ORDER NO. : 995428

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq
MICHAEL FEINSTEIN, ESQ

Suite 710
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

- -

DOMESTIC FILING

NAME: A KEYS DIVING ENTERPRISES,
INC.

EFFECTIVE DATE:

XX____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____ 6/24/96

ARTICLES OF INCORPORATION

OF

A KEYS DIVING ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.   NAME

The name of the corporation shall be:

A KEYS DIVING ENTERPRISES, INC.

The address of the principal office of this corporation shall be 357 Poinciana Island, Miami Beach, Florida, 33160, and the mailing address of the corporation shall be the same.

ARTICLE II.   NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.   CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having $1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 710, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael Feinstein, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lee Solomon   357 Poinciana Island
Dir.   Miami Beach, Fl 33160

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lee Solomon   357 Poinciana Island
Pres/Sec/Treas   Miami Beach, Fl 33160

Tim Nease   Same
V. Pres.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 20, 1996.

CORPORATION SERVICE COMPANY

By: Its Agent, Karen B. Rozar

GLS/skd

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporaiton named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

A KEYS DIVING ENTERPRISES, INC.

is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____
Michael Feinstein