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May 08 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000056254 (1)

1. Corporation Name
CAPTAIN SCUBA, INC.

Principal Place of Business
116 LAIRD CIRCLE
PANAMA CITY BEACH FL 32408

Mailing Address
116 LAIRD CIRCLE
PANAMA CITY BEACH FL 32408-7802



| | | | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|--|--------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 07/03/1996 | | 3a. Date of Last Report | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 59-3391605 | | Applied For Not Applicable | |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 24 | Country | 29 | Country | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |

| | | | | | | | |
|---|--|--|--|--|--|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| PAPROCKI, CHARLES 116 LAIRD CIRCLE PANAMA CITY BEACH FL 32408 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | President <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Charles A. Paprocki | 1.2 NAME | |
| STREET ADDRESS | 116 Laird Circle | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | Panama City Beach, FL 32408 | 1.4 CITY - ST - ZIP | |
| TITLE | Vice President <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Kevin M. Bush | 2.2 NAME | |
| STREET ADDRESS | 3125 Laurie Avenue | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | Panama City Beach, FL 32408 | 2.4 CITY - ST - ZIP | |
| TITLE | Sec. / Treasurer <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | John M. Paprocki | 3.2 NAME | |
| STREET ADDRESS | 116 Laird Circle | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | Panama City Beach, FL 32408 | 3.4 CITY - ST - ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 4.4 CITY - ST - ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 5.4 CITY - ST - ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 6.4 CITY - ST - ZIP | |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Charles A. Paprocki **SIGNATURE REQUIRED** 4129197 (404) 334-8246
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)