

**916000060653**  
**DREAMSCAPE DIVE TOURS**  
Dive Tour Specialists, For Divers...From Divers  
"Scuba Diving Tour Operator to the World"

July 12, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300001898653  
-07/18/96--01100--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs/Madam,

Enclosed you will find a notarized letter of Articles of Incorporation for our new company **DREAMSCAPE DIVE TOURS**, along with a check in the amount of \$78.75, inwhich I would like to now file with the State of Florida.

This check should cover the following costs;

\$70.00 for filing  
\$ 8.75 for Certificate of Status

Please return all correspondence to the address listed below and should you have any questions, please contact me at 954-572-2850 or fax 954-572-2975.

Thank you for your assistance in this matter.

Sincerely,

**DREAMSCAPE DIVE TOURS**

*Frank M. Pecorella*  
Frank M. Pecorella

FILED  
96 JUL 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*7/19/96*  
*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
DREAMSCAPE DIVE TOURS, INC.**

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is DreamScape Dive Tours, Inc.

**ARTICLE II**

The purpose of the corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

This corporation shall have perpetual existence.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the per value of one dollar (\$1.00).

**ARTICLE V**

The name and post office address of the initial registered agent for service of process within this state shall be: FRANK M. PECORELLA, 3471 Southwest 20th Court, Ft. Lauderdale, Florida

**ARTICLE VI**

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

**ARTICLE VII**

The initial street of the principal place of business of the corporation will be: 8452 West Oakland Park Blvd, Sunrise, Florida 33351, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any said places of business

#### ARTICLE IX

The corporation shall have one director initially who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the corporations existence, or until this successor is elected and shall have qualified, and whose name and address is as follows:

NAME	ADDRESS
FRANK M. PECORELLA	3471 S.W. 20th Court Ft. Lauderdale, FL. 33312

#### ARTICLE X

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

NAME	ADDRESS
FRANK M. PECORELLA	3471 S.W. 20th Court Ft. Lauderdale, Fl. 33312

#### ARTICLE XI

The initial By-Laws shall be adopted by the Board of Directors. The power of alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or these Article of Incorporation. Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

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 being or having been an officer or director of the corporation (whether or not he continues to be an officer or director of the corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than the amounts paid to the corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such director or officer. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, nor in respect of any matter on any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might be reasonably incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the corporation to indemnify any such director or officer against any liability to the corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

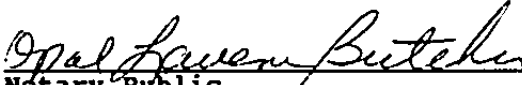
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 1st day of June, 1996.

  
FRANK M. PECORELLA, SUBSCRIBER

**STATE OF FLORIDA  
COUNTY OF BROWARD**

BEFORE ME personally appeared FRANK M. PECORELLA, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above this 1st day of June, 1996

  
Notary Public

My Commission Expires:

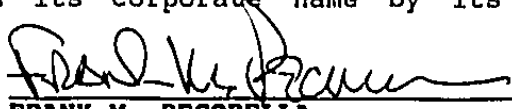
**STATE OF FLORIDA**

Certificate Designating an office, Place of Business, or Domicile for the Service of Process within this State and Naming Registered Agent Upon Whom Process May Be Served

In pursuance of Section 48.091, Florida Statutes, the undersigned hereby certifies:

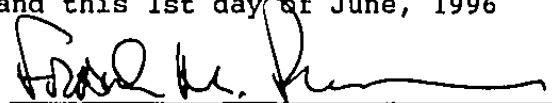
That DreamScape Dive Tours, Inc. a corporation duly organized under the laws of the State of Florida, with its principal place of business at the City of Sunrise, County of Broward, State of Florida, has designated and established 8452 West Oakland Park Blvd, Sunrise, Florida, 33351 as the office, place of business, or domicile for the service of process with the State, and names as its registered Agent thereat upon whom process may be served FRANK M. PECORELLA, over the age of eighteen (18) and a resident of the State of Florida.

IN WITNESS WHEREOF the undersigned corporation has caused this certificate to be signed in its corporate name by its duly authorized officer.

  
**FRANK M. PECORELLA**  
**SUBSCRIBER**

The undersigned, having been designated as Register Agent for the service of process within the State of Florida upon the above named corporation, at the place designed in the foregoing certificate, does hereby accept the appointment as such Registered Agent for said corporation.

IN WITNESS WHEREOF I set my hand this 1st day of June, 1996

  
**FRANK M. PECORELLA**  
**REGISTERED AGENT**