

MARCUS & MARCUS, P.A.

Michael J. Marcus

Douglas J. Pracher

Annette Pitts

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Joseph S. Marcus
(1927 - 1983)

Richard L. Hersch
of Counsel

July 25, 1996

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

300001507283
-07/30/96--01011--003
****122.50 ****122.50

RE: American Diving Institute, Inc.

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Incorporation for the above-named corporation, together with our Check No. 15480, in the amount of \$122.50 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Sincerely,

MARCUS & MARCUS, P.A.

By: *Douglas J. Pracher*
Douglas J. Pracher, Esq.

JUL 30 1996

BSB

DJP/pap
Enclosures

FILED
96 JUL 29 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN DIVING INSTITUTE, INC.

FILED
96 JUL 29 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be AMERICAN DIVING INSTITUTE, INC. hereinafter referred to as the Corporation. The principal address of the Corporation is Mile Marker 105 1/2 Key Largo, Florida 33037 and main mailing address is P.O. Box 1250 Key Largo, Florida 33037

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To engage in and conduct diving instruction and classes in accordance with the appropriate local, state, and federal regulations, rules, ordinances or statutes and in accordance with the rules, regulations and standards of the appropriate certifying bodies or organizations.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions,

improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and

objects set forth in this Certificate of Incorporation or any Amendment thereof.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock at no par value.

ARTICLE V

The initial registered agent for this corporation is DOUGLAS J. PRACHER, ESQ. and the initial registered office is located at 317 North Krome Avenue, Homestead, FL 33030.

ARTICLE VI

This corporation shall have One director initially.

The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

The name and street address of each member of the first board of directors is:

Harry F. Keitz
1310 S. Audubon Dr.
Homestead, FL 33035

he shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

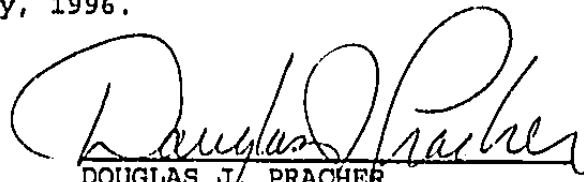
The name and street address of the incorporator is:

Douglas J. Pracher
317 N. Krome Avenue
Homestead, FL 33030

ARTICLE IX

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 stockholders entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

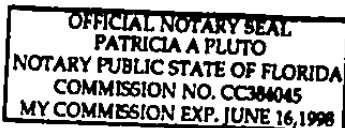
DATED this 24th day of July, 1996.

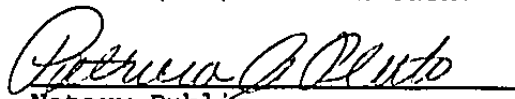

DOUGLAS J. PRACHER

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on the 24th day of July, 1996, by Douglas J. Pracher, who has produced personally as identification and who did (not) take an oath.

known
My Commission Expires:




Notary Public
State of Florida at Large

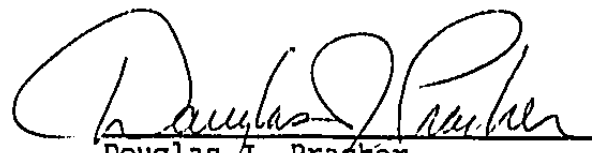
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the
registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.


Douglas J. Pracher