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12/30/96

FLORIDA DIVISION OF CORPORATIONS  
ELECTRONIC FILING COVER SHEET

((H96000018198 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: NEPTUNE DIVE, INC.

AUDIT NUMBER.....H96000018198

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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DEL.METHOD.. FAX

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**EFFECTIVE DATE**  
12-30-96

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

*Handwritten signature and date 12/31/96*

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Articles of Incorporation  
of  
Neptune Dive, Inc.

Article I. Name

The name of this Florida corporation is:  
Neptune Dive, Inc.

EFFECTIVE DATE  
12-30-90

Article II. Address

The mailing address of the Corporation is:  
Neptune Dive, Inc.  
Ave. Balboa, Balboa Plaza Blvd., 3rd Floor, Off. 301  
Apdo. 6-1097  
Eldorado PANAMA

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Registered Agents, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
302-421-5112

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Ilka Barria  
Riviela De Tejeira  
Minerva De Portillo  
Verna Johnson

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 30, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on December 30, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

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Registered Agents, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
302-421-5752

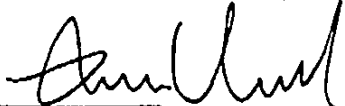
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
Neptune Dive, Inc.

**REGISTERED AGENT:**  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
Corporate Creations Enterprises, Inc.  
Luis A. Uriarte, Vice President

Date: December 30, 1996

Registered Agents, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
302-421-5752

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