P9700002307

THE UNITED STATES COMPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 215883 80981A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: January 9, 1997

ORDER TIME: 9:28 AM

ORDER NO. : 215883-005

CUSTOMER NO: 80981A

CUSTOMER: Charles P. Chritton, Esq.

WENDEL CHRITTON & PARKS

5300 S. Florida Avenue

Lakeland, FL 33813

DOMESTIC FILING

NAME: THE DIVE CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY ____ PLAIN STAMPED COPY

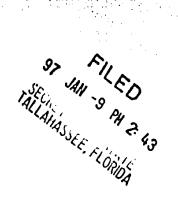
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

800002052378--5 -01/03/97--01035--011 ++++122.50 ****122.50

Ÿ



ARTICLES OF INCORPORATION

OF

THE DIVE CENTER, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THE DIVE CENTER, INC.

ARTICLE II

The street address of the principal office of the corporation is 1051 S. Combee Road, Lakeland, Florida 33801, and the mailing address of the corporation is 1051 S. Combee Road Avenue, Lakeland, Florida 33801.

ARTICLE III

The number of shares which the corporation is authorized to issue is 1,000 shares having a par value of \$0.01 each.

ARTICLE IV

The street address of the corporation's initial registered office is 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its initial registered agent at that address is CHARLES P. CHRITTON.

ARTICLE V

The name and address of the sole incorporator of the corporation is CHARLES P. CHRITTON, 5300 South Florida Avenue, Florida 33813.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of January, A.D. 1997.

CHARLES P. CHRITTON

Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, CHARLES P. CHRITTON, having been named to serve as Registered Agent for THE DIVE CENTER, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept the obligations of such office.

DATED this 7th day of January, A.D. 1997.

CHARLES P. CHRITTON