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A Partnership of Professional Associations

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February 19, 1997

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Lawrence K. Mouton Diving, Inc.

400002096434--8
-02/25/97--01047--006
***122.50 ***122.50

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Once this document has been filed, please return to us a certified copy of same. Enclosed is our firm's check in the amount of \$122.50 to cover the filing fee.

Should you have any questions regarding any of this, please feel free to call me.

Sincerely,

Daniel R. Lozier
Daniel R. Lozier

DRL/dm

Enclosures

cc: Lawrence K. Mouton (without encl.)

DRL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 AM 11:49

9/2/97

ARTICLES OF INCORPORATION
OF
LAWRENCE K. MOUTON DIVING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 AM 11:49

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Lawrence K. Mouton Diving, Inc. The principal place of business is 11019 Tanton Lane, Pensacola, Florida 32506.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 West Romana Street, Suite 224, Pensacola, Florida 32501 and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VI

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

ARTICLE VII
INCORPORATORS

The name and address of the Incorporator is Daniel R. Lozier, 125 West Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

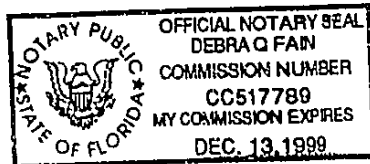
IN WITNESS WHEREOF, I have subscribed my name this 19th day of February 1997.


Daniel R. Lozier, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of February, 1997, by

Daniel R. Lozier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Debra Q. Fain
Notary Public Debra Q. Fain
Commission No. CC517789
My Commission Expires: 12-13-99

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, being the person named as the Registered Agent of LAWRENCE K. MOUTON DIVING, INC., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED: February 19, 1997

Daniel R. Lozier
Daniel R. Lozier

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of February, 1997, by

Daniel R. Lozier who is personally known to me or who has produced a driver's license as identification and has not taken an oath.

Debra Q. Fain
Notary Public Debra Q. Fain
Commission No. CC517789
My Commission Expires: 12-13-99

