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March 11, 1997

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32312

100002111451--6  
-03/12/97--01082--004  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: DELTONA PROFESSIONAL DIVE CENTER, INC.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

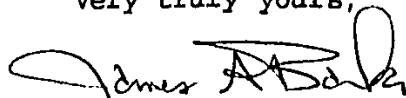
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/lw

Enclosure

FILED  
97 MAR 12 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 3/18/97

ARTICLES OF INCORPORATION  
OF  
DELTONA PROFESSIONAL DIVE CENTER, INC.

FILED  
97 MAR 12 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation hereby associate themselves together to form a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: DELTONA PROFESSIONAL DIVE CENTER, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this Corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this Corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this Corporation is 2071 Saxon Plaza, Deltona, Florida 32725, and the name of the initial Registered Agent of this Corporation is WILLIAM C. KUMBERA, JR.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the ByLaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

WILLIAM C. KUMBERA, JR.  
1088 E. Page Drive  
Deltona, Florida 32725

JAN K. PILCHER  
Post Office Box 211  
Osteen, Florida 32764

#### ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is:

WILLIAM C. KUMBERA, JR.  
1088 E. Page Drive  
Deltona, Florida 32725

#### ARTICLE VIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

#### ARTICLE IX. STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of shares</u>
WILLIAM C. KUMBERA, JR. and CYNTHIA L. KUMBERA, husband and wife, as tenants by the entireties	50
JAN K. PILCHER and DOTTIE PILCHER, husband and wife, as tenants by the entireties	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

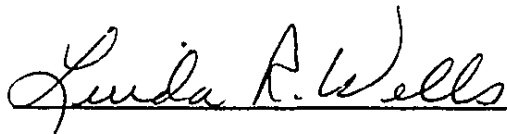
IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 11 day of March, 1997.

  
WILLIAM C. KUMBERA, JR., Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of March, 1997,  
by William C. Kumbera, Jr., who is personally known to me.

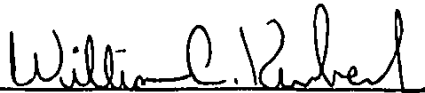




Linda R Wells  
My Commission C0820080  
Expires February 8, 2001

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS  
WITHIN THIS STATE**


Pursuant to Florida Statutes, this is to certify that DELTONA PROFESSIONAL DIVE CENTER, INC., a Corporation duly organized and existing under the Laws of the State of Florida, has named WILLIAM C. KUMBERA, JR., 2071 Saxon Plaza, Deltona, Florida 32725, as its agent to accept service of process within this State and the said address as the office for such service of process.

  
WILLIAM C. KUMBERA, JR., Resident

FILED  
97 MAR 12 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above State Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By:   
WILLIAM C. KUMBERA, JR.  
Registered Agent