

P97000036036

LAW OFFICES

THE ANDERSEN FIRM

A PROFESSIONAL CORPORATION

AT MILE MARKER 0 OF U.S. 1:

501 WHITEHEAD ST. SUITE 3
KEY WEST, FL 33040-8585
TELEPHONE (305) 296-8480
FACSIMILE (305) 293-7825
TOLL FREE (888) 538-8789
E-MAIL postmaster@taflaw.com

ON HISTORIC CHURCH CIRCLE:

POST OFFICE DRAWER 88
KINGSPORT, TN 37682-0088
TELEPHONE (423) 378-3040
FACSIMILE (423) 378-5773
TOLL FREE (800) 378-5912
E-MAIL postmaster@taflaw.com

AT HISTORIC MORGAN SQUARE:

111 NORTH MAIN STREET
GREENEVILLE, TN 37743-4919
TELEPHONE (423) 838-3130
FACSIMILE (423) 838-3131
TOLL FREE (800) 378-5912
E-MAIL postmaster@taflaw.com

REPLY TO:
KEY WEST OFFICE

April 18, 1997

VIA OVERNIGHT DELIVERY

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Corporation Division

000002149530--4
-04/21/97--01140--019
*****70.00 *****70.00

Re: Reef Explorer Corporation
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for filing. Also, enclosed is our firm's check in the amount of \$70.00 to cover the applicable fees. Upon filing, please return a stamped "filed" copy of the Articles of Incorporation and Certificate of Designation in the enclosed envelope.

If you should have any questions, please do not hesitate to contact me.

With kindest regards,

THE ANDERSEN FIRM
A Professional Corporation

By: _____

Samuel S. Choy

cc: Peter Norquoy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 3:31

WJW 4-22-97

97 APR 21 PM 3:31

ARTICLES OF INCORPORATION
OF
REEF EXPLORER CORPORATION

THE UNDERSIGNED person under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

1. The name of the corporation is:

REEF EXPLORER CORPORATION.

2. The complete address of the corporation's initial registered office in Florida is:

501 Whitehead Street, Suite 3,
Key West, Florida 33040.

3. The name of the initial registered agent, to be located at the address listed in 2 is:

Kirk M. Russ

4. The name and complete address of the Incorporator is:

Samuel S. Choy, Esq.
501 Whitehead Street, Suite 3
Key West, Florida 33040

5. The complete address of the corporation's principal office and mailing address of this corporation is:

201 Front Street
Building 21, Suite 109
Key West, Florida 33040

6. The corporation is for profit.

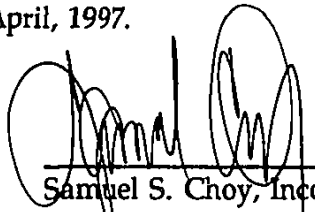
7. The name and complete address of each person serving as an initial director is:

Peter Norquoy
201 Front Street
Building 21, Suite 109
Key West, Florida 33040

8. The number of shares of stock that this corporation shall have outstanding at any one time is one thousand (1,000) shares having a par value of one cent (\$.01).

9. The shareholders of the corporation shall have preemptive rights.

DATED this the 18th day of April, 1997.



Samuel S. Choy, Incorporator

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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

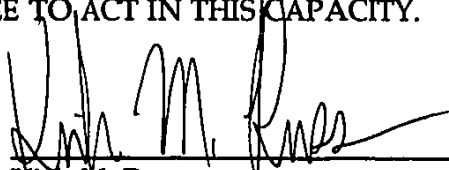
1. The name of the Corporation is:

REEF EXPLORER CORPORATION

2. The name and address of the registered agent and office is:

Kirk M. Russ
501 Whitehead Street, Suite 3
Key West, Florida 33040.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


Kirk M. Russ

Date: April 18, 1997

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