

BRIAN E. JOHNSON, P.A.

Attorneys At Law

Brian E. Johnson

7190 Seminole Boulevard
Seminole, Florida 33772
(813) 391-9756
Fax (813) 398-4056

James E. Johnson II

FILED
MAY 14 PM 3:36
TALLAHASSEE, FLORIDA

P970000 43735

May 12, 1997

Florida Department of State
Division of Corporations
New Filings Department
P.O. Box 6327
Tallahassee, Florida 32314

5

500002177915--7
-05/14/97--01034--002
*****70.00 *****70.00

Re: Wonders Under Water, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Wonders Under Water, Inc. Please file the Articles and return confirmation of the filing to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$70.00 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,


James E. Johnson II

JEJ/clc
Enclosures

MAY 16 1997

**ARTICLES OF INCORPORATION
OF
WONDERS UNDER WATER, INC.**

FILED
97 MAY 14 PM 3:36
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be Wonders Under Water, Inc.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 16623 SW 91 Terrace, Miami, Florida 33196, and the name of the initial registered agent of this Corporation at that address is GARY M. CHIN.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GARY M. CHIN	16623 SW 91 Terrace Miami, Florida 33196

This person named as Director of the Corporation is of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
GARY M. CHIN, President/ Secretary/Treasurer	16623 SW 91 Terrace Miami, Florida 33196

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is GARY M. CHIN, whose address is 16623 SW 91 Terrace, Miami, Florida 33196.

ARTICLE X - BY-LAWS

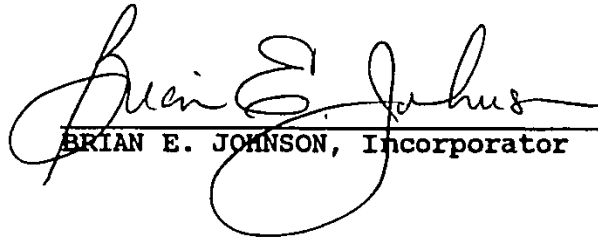
The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the

power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this Corporation shall be 16623 SW 91 Terrace, Miami, Florida 33196.

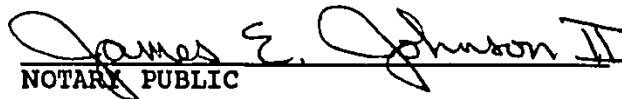
IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9th day of May, 1997.


BRIAN E. JOHNSON, Incorporator

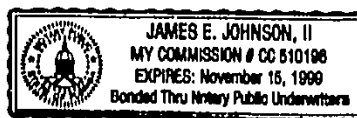
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared BRIAN E. JOHNSON, who provided personally known as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 9th day of May, 1997.


NOTARY PUBLIC


My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Financial Foundations, Inc., Chartered doing business in the State of Florida, having a business office located at 2843 Thaxton Drive, Suite #37, Palm Harbor, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Financial Foundations, Inc.,
Chartered in the STATE OF FLORIDA

By: 
John F. Martin, President
For Financial Foundations, Inc.

FILED
97 MAY 14 PM 3:36
TALLAHASSEE, FLORIDA