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Steven P. Kushner, P.A.
Real Property, Corporate and Development Law

May 19, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
Fort Myers Scuba Club, Inc.

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-05/21/97--01054--014
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find the originally executed Articles of Incorporation and one copy of same for *FORT MYERS SCUBA CLUB, INC.*, together with my check in the amount of \$122.50, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,

Steven P. Kushner
Attorney at Law

FILED
97 MAY 21 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPK/cal

Enclosures

MAY 23

BSPB

**ARTICLES OF INCORPORATION
OF
FORT MYERS SCUBA CLUB, INC.**

FILED
97 MAY 21 AM 9:16
TALLAHASSEE, FLORIDA

The undersigned Incorporators, who are the subscribers to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is FORT MYERS SCUBA CLUB, INC.

The address of the corporation is c/o Morris-DePew Associates, 2216 Altamont Avenue, Fort Myers, Florida 33901.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation is to provide services to customers and other parties who engage in the sport of scuba diving.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is One Hundred Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is c/o Morris-DePew Associates, 2216 Altamont Avenue, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Michael Morris.

Having been named to accept service of process for Fort Myers Scuba Club, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: _____

Michael Morris

FILED
97 MAY 21 AM 9:16
STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

DIRECTORS: The number of Directors shall be two (2) initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTOR: The name and address of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until their successors are elected and have qualified are:

NAME AND ADDRESS

Michael Morris
Morris-DePew Associates
2216 Altamont Avenue
Fort Myers, FL 33901

Kenneth W. Kellum, III
Morris-DePew Associates
2216 Altamont Avenue
Fort Myers, FL 33901

ARTICLE IX

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

NAME AND ADDRESS

Michael Morris
Morris-DePew Associates
2216 Altamont Avenue
Fort Myers, FL 33901

Kenneth W. Kellum, III
Morris-DePew Associates
2216 Altamont Avenue
Fort Myers, FL 33901

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this corporation shall be adopted by the Board of Directors.

The Bylaws may be amended from time to time by either the shareholders or the directors. The

shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any

profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE XIV

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by

the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 9 day of May, 1997.

WITNESSES:

FORT MYERS SCUBA CLUB, INC.,
a Florida corporation

Courtney J. McHolland
Courtney A. McHolland
(print or type name)

By: Michael Morris
Michael Morris, Incorporator

Trudy L. Heil
TRUDY L. HEIL
(print or type name)

Courtney J. McHolland
Courtney A. McHolland
(print or type name)

By: Kenneth W. Kellum, III
Kenneth W. Kellum, III, Incorporator

Trudy L. Heil
TRUDY L. HEIL
(print or type name)

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, Michael Morris and Kenneth W. Kellum, III, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 14th day of May, 1997.

Nicole J. Dade
Notary Public
Name: Nicole J. Dade
Certificate No. or
Serial No. _____

(SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL
NICOLE J DADE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC409581
MY COMMISSION EXP. SEPT 25, 1998