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Wm. Robert Dickey
Attorney at Law
Suite 228 Seminole Office Center
8050 Seminole Mall
P. O. Box 3928
Seminole, Florida 34645-0928

813-398-7310

FAX 813-398-7410

July 1, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

FILED
97 JUL -7 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of Neptune Divers of
Largo, Inc.
Gentlemen:

500002231945--8
-07/07/97--01161--007
*****70.00 *****70.00

On behalf of the incorporators of the above named corporation,
I am enclosing the following items:

1. Articles of Incorporation
2. My check in the amount of \$70.00 payable to the
Florida Department of State representing the filing fee of \$70.00.

Please return the letter acknowledging incorporation to this
office.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

WRD/dh

DARLENE _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME _____
DATE 7-8-97 _____
DOC. EXAM JN _____

QNT-8-97

FILED
97 JUL -7 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEPTUNE DIVERS of LARGO, INC.

ARTICLE I. NAME

The name of this corporation is NEPTUNE DIVERS of LARGO, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To sell and repair diving equipment and related items; to train persons in the proper use of such items; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to the conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$1.00 per share, all of said stock to be of a single class.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of common stock shall have preemptive rights to purchase proportionately any shares of this corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12499 Seminole Blvd., Largo, FL 33778, and the name of the initial registered agent of this corporation at that address is NOEL SCOTT PULLIAM.

ARTICLE VII. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

12499 Seminole Blvd.
Largo, FL 33778

ARTICLE VIII. 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 as provided for in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
NOEL SCOTT PULLIAM	12916-124th Ave. N. Largo, FL 33774
NANCY MICHELLE PULLIAM	12916-124th Ave. N. Largo, FL 33774

ARTICLE IX. INCORPORATORS

The names and addresses of the incorporators signing these articles are:

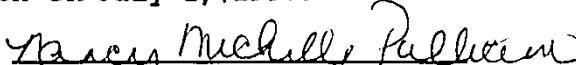
<u>Name</u>	<u>Address</u>
NOEL SCOTT PULLIAM	12916-124th Ave. N. Largo, FL 33774
NANCY MICHELLE PULLIAM	12916-124th Ave. N. Largo, FL 33774

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.

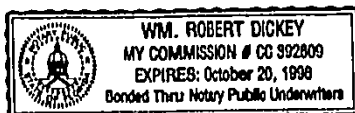
IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on July 1, 1997.

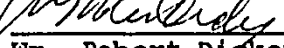

NOEL SCOTT PULLIAM
Incorporator


NANCY MICHELLE PULLIAM
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

The foregoing Articles of Incorporation of NEPTUNE DIVERS, INC. were acknowledged before me this 1st day of July, 1997, by Noel Scott Pulliam and Nancy Michelle Pulliam, the incorporators, each of whom is personally known to me or, X produced a Florida drivers license as identification.



 (Affix Seal)
Wm. Robert Dickey
Notary Public, State of Florida
My commission expires: 10-20-98

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: July 1, 1997


NOEL SCOTT PULLIAM

FILED
97 JUL - 7 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles Drafted By:
Wm. Robert Dickey, Attorney
Seminole Office Center, Suite 228
8050 Seminole Mall
P. O. Box 3928
Seminole, FL 33775-0928