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1611 N.W. 20th Avenue
Crystal River, Fl 34428

Secretary of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 15 AM 9:15

Re: Captain Ron's Dive Adventures, Inc.

Gentlemen:

Enclosed please find the original plus one copy of Articles of Incorporation and original Certificate and Acknowledgement of Registered Agent. Also enclosed is my check in the amount of \$ 122.50 representing the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles of Incorporation	52.50

Total	\$122.50

Please register said corporation and return the certified copy of the Articles of Incorporation to me at the above address. Thank you for your prompt attention and assistance.

Very truly yours,



Ronald D. Lyell

Enclosures - as stated

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ARTICLES OF INCORPORATION
OF
CAPTAIN RON'S DIVE ADVENTURES, INC.

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The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State Of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Captain Ron's Dive Adventures, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetual unless dissolved according to florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any business and to engage in, enter into, promote or conduct 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 IV - CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7500) shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1611 N.W. 20th Avenue
Crystal River, Fl 34428

The name and mailing address of the Initial Registered Agent of this Corporation is:

Ronald D. Lyell
1611 N.W. 20th Avenue
Crystal River, Fl 34428

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

Ronald D. Lyell
1611 N.W. 20th Avenue
Crystal River, Fl 34428

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Ronald D. Lyell
1611 N.W. 20th Avenue
Crystal River, Fl 34428

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 18 day of March 1997.

 (Seal)
Ronald D. Lyell

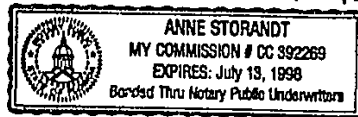
STATE OF FLORIDA
COUNTY OF CITRUS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ronald D. Lyell, to me known or who produced a

Florida driver's license as identification to be the person described in 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 this 14th day of July 1997.

My commission expires: 07-13-98



Anne Storandt
Notary Public-State of Florida

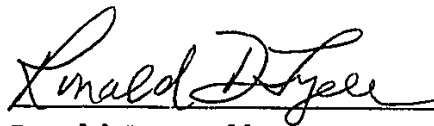
CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
CAPTAIN RON'S DIVE ADVENTURES, INC.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its Registered office as indicated in the Articles of Incorporation at 1611 N.W. 20th Avenue, Crystal River, Fl, has named Ronald D. Lyell, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

 (Seal)
Ronald D. Lyell

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