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STEVEN A. SCIARRETTA, P.A.

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Asset Protection  
Business and Taxation Planning  
Probate Administration  
Trusts and Estate Planning

VIA EXPRESS MAIL

July 28, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000002252590--1  
-07/30/97--01073--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: DIVER MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed you will find a check in the amount \$122.50 as payment for all initial fees due in order to create and certify the above referenced corporation.

Also, enclosed you will find one original and one photocopy of the fully executed Articles of Incorporation for DIVER MANAGEMENT, INC..

Please return a certified copy of the Articles of Incorporation, once filed, to me at our address as set forth above. A pre-paid Federal Express return envelope has been enclosed for your convenience.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me at my toll-free telephone number 1-800-545-8454.

Sincerely,  
STEVEN A. SCIARRETTA, P.A.

STEVEN A. SCIARRETTA, ESQ.

SAS:mm

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97 JUL 30 PM 12:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T.M. - 4/31/97

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is DIVER MANAGEMENT, INC..

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2300 Glades Road  
Suite 302E  
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Steven A. Sciarretta, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial Director is:

Steven A. Sciarretta, Esquire  
2300 Glades Road  
Suite 302E  
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Steven A. Sciarretta, Esquire

EFFECTIVE DATE  
4/28/97

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

97 JUL 30 PM 12:47

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2300 Glades Road  
Suite 302E  
Boca Raton, FL 33431

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

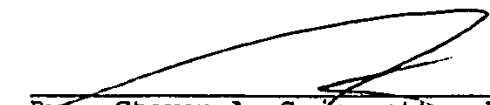
#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated this 28th day of July, 1997.

Steven A. Sciarretta, P.A.

  
By: Steven A. Sciarretta, Esquire,  
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

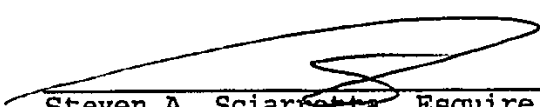
First that Steven A. Sciarretta, Esquire, desiring to organize or qualify under the laws of the State of Florida, has named Steven A. Sciarretta, Esquire, located at 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

Dated this 28th day of July, 1997.

  
Steven A. Sciarretta, Esquire  
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 28th day of July, 1997.

  
Steven A. Sciarretta, Esquire

DIY  
TALLAHASSEE, FLORIDA

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MINUTES OF THE FIRST MEETING OF THE INCORPORATOR  
OF  
DIVER MANAGEMENT, INC.


The first meeting of the Incorporator of DIVER MANAGEMENT, INC., a corporation formed under the laws of the State of Florida, was held at 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431 on May 27, 1997 at 3:00 p.m.

Present was Steven A. Sciarretta, Esquire, the sole Incorporator to the Articles of Incorporation.

The Incorporator stated that the Articles of Incorporation filed with the office of the Secretary of State on July 28, 1997, was subscribed at the request of Daniel S. Catalfumo and therefore all of the Incorporator's right, title and interest in the corporation was thereupon assigned by Steven A. Sciarretta, Esquire, the subscriber to Daniel S. Catalfumo. A true copy of the Assignment of Incorporator's Interest is appended hereto.

July 28, 1997 .

Steven A. Sciarretta, P.A.



By: Steven A. Sciarretta, Esquire,  
Incorporator