



THE UNITED STATES
CORPORATION
COMPANY

P970000 73191

ACCOUNT NO. : 072100000032

REFERENCE : 505807 9153A

AUTHORIZATION

Patricia Piggs

COST LIMIT : \$ 70.00

ORDER DATE : August 22, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 505807-005

CUSTOMER NO: 9153A

400002274874--9

CUSTOMER: Jerry C. Cobb, Esq
JERRY C. COBB, ESQ

501 S. Ft. Harrison, Suite 206
Clearwater, FL 34616-5312

DOMESTIC FILING

NAME: DOWN UNDER DIVE SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 AUG 22 PM 3:59
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 AUG 22 PM 12:25
DIVISION OF CORPORATIONS

SN AUG 22 1997

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FILED

97 AUG 22 PM 3:59

ARTICLES OF INCORPORATION Sec. 607, STATE
TALLAHASSEE, FLORIDA

of

DOWN UNDER DIVE SERVICE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DOWN UNDER DIVE SERVICE, INC.

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be 1066 Victor Herbert Drive, Largo, FL 33771, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may 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 IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1066 Victor Herbert Drive. Largo, FL 33771 and the name of the initial registered agent of the corporation at that address is WALTER R. NORMAN.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: WALTER R. NORMAN, 1066 Victor Herbert Drive, Largo, FL 33771

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the offering for sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price and upon the terms at which it is offered to others by the Corporation.

ARTICLE IX. DIRECTORS

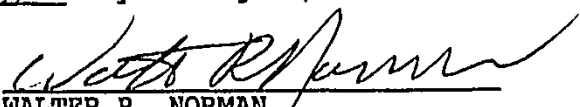
All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and addresses of the initial members of the Board of Directors are:
WALTER R. NORMAN 1066 Victor Herbert Drive, Largo, FL 33771
LUCINDA S. NORMAN 1066 Victor Herbert Drive, Largo, FL 33771

ARTICLE X. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

WALTER R. NORMAN 1066 Victor Herbert Drive, Largo, FL 33771
Pres./Tres.
LUCINDA S. NORMAN 1066 Victor Herbert Drive, Largo, FL 33771
V.P./Sec.

IN WITNESS WHEREOF, the undersigned WALTER R. NORMAN has hereunto set his hand this 18th day of August, 1997.


WALTER R. NORMAN

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: DOWN UNDER DIVE SERVICE, INC.

2. The name and address of the registered agent and office is:

WALTER R. NORMAN

(Name)

1066 Victor Herbert Drive

(P.O. Box not acceptable)

Largo, FL 33771

(City/State/Zip)

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97 AUG 22 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Walter R. Norman
Walter R. Norman (Signature)

August , 1997