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JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

239 EAST FOURTH STREET

PANAMA CITY, FLORIDA 32401

TELEPHONE (904) 763-8421

FACSIMILE (904) 763-8425

JERRY W. GERDE

ALLEN N. JELKS, JR.

DOUGLAS L. SMITH

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

September 2, 1997

Corporate Records Bureau
Division Of Corporations
409 E Gaines St.
Tallahassee, FL 32399

RE: L & L DIVE EXCURSIONS, INC.

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles of Incorporation for the new corporation to be known as L & L DIVE EXCURSIONS, INC., together with a check in favor of the Secretary of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$35.00
Certified Copy	52.50
Designation of Resident Agent	<u>35.00</u>
	\$122.50

Please note that Article V in the Corporate Charter designates the place of business of the Corporation; and the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Incorporation to me.

Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Allen N. Jelks, Jr.

Allen N. Jelks, Jr.

Enclosure: as stated.

cc: Ruben Laurel

AMJ: 9-2-97:CAP
(letters)
(CORPS\l\diva.nos)\L\97\TS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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gag 9/5/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 12:16

ARTICLES OF INCORPORATION
OF

L & L DIVE EXCURSIONS, INC.

The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is L & L DIVE EXCURSIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 109 E. Michigan Street, Bonifay, Florida 32425, and the name of the initial registered agent of this Corporation is Ruben Laurel, whose address is 109 E. Michigan Street, Bonifay, Florida 32425, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is 109 E. Michigan Street,

ARTICLE VI - 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 name and address of the initial director of this Corporation is:

Ruben Laurel
109 E. Michigan Street
Bonifay, Florida 32425

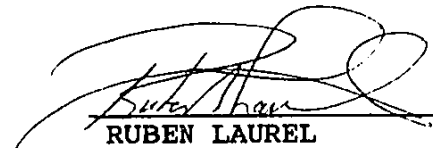
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

Ruben Laurel
109 E. Michigan Street
Bonifay, Florida 32425

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 2nd day of September, 1997.


RUBEN LAUREL
Incorporator and Registered Agent

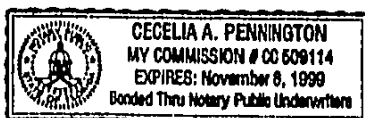
STATE OF FLORIDA
COUNTY OF BAY

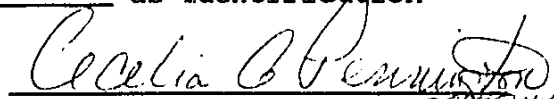
The foregoing instrument was acknowledged before me this 2nd day of September, 1997, by RUBEN LAUREL, who:

[] is personally known to me.

[✓] produced a current driver's license as identification
AL# 6775512 (state and number)

[] produced _____ as identification




NOTARY PUBLIC Comm. No. CC 609114
Cecelia A. Pennington
(Type or Print Name of Notary)
My Commission Expires: 11-8-99