

P97000084375



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 547473 151857A

AUTHORIZATION : Patricia T. [signature]

COST LIMIT : \$ 70.00

ORDER DATE : September 29, 1997

ORDER TIME : 3:45 PM

ORDER NO. : 547473-005

CUSTOMER NO: 151857A

200002307242--2

CUSTOMER: Dale W. Delaney, Esq  
DALE W. DELANEY, P.A.

Suite C-1  
1212 Court Street  
Clearwater, FL 34616

DOMESTIC FILING

NAME: DISCOVER SEA GEMS, 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED  
97 SEP 30 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN SEP 30 1997

EFFECTIVE DATE  
9/25/97

ARTICLES OF INCORPORATION  
OF  
DISCOVER SEA GEMS, INC.

FILED  
97 SEP 30 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is DISCOVER SEA GEMS, INC.

ARTICLE II  
DURATION; EFFECTIVE DATE

The period of its duration is perpetual and its effective date is the date these articles have been signed.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the corporation are as follows:

William Schwandt  
One 23<sup>rd</sup> Avenue  
Indian Rocks Beach, FL 34630

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

One 23<sup>rd</sup> Avenue  
Indian Rocks Beach, FL 34630

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
William Schwandt	One 23 <sup>rd</sup> Avenue Indian Rocks Beach, FL 34630
Ellen Schwandt	One 23 <sup>rd</sup> Avenue Indian Rocks Beach, FL 34630

**ARTICLE VIII  
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
William Schwandt	One 23 <sup>rd</sup> Avenue Indian Rocks Beach, FL 34630

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV**  
**DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors or;

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders

entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders or;

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 25<sup>th</sup> day of September, 1997.

William Schwandt  
William Schwandt, Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Before me personally appeared on this 25<sup>th</sup> day of September, 1997, William Schwandt, who is personally known to me or who has produced FL Driver's License identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

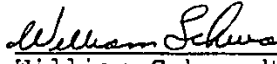
Rachel C. Morley  
NOTARY PUBLIC

PRINT NAME:  
State of Florida  
Commission No.:  
My Commission Expires:




RACHEL C. MORLEY  
MY COMMISSION # CC325540 EXPIRES  
October 24, 1997  
BONDED THRU TROY PAW INSURANCE, INC.

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
William Schwandt  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 25th day of September, 1997, William Schwandt, who is personally known to me or who has produced FL Drivers License as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

  
NOTARY PUBLIC

PRINT NAME:

State of Florida

Commission No.:

My Commission Expires:



RACHEL C. MORLEY  
MY COMMISSION # CC325549 EXPIRES  
October 24, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

FILED  
97 SEP 20 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA