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CAPTIVA DIVE, INC.

P.O. BOX 995
Captiva, FL 33924
(941) 395 2000

FILED
97 NOV 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

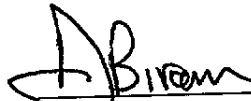
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re : **CAPTIVA DIVE, INC.**

Dear Sir or Madam,

Enclosed please find an original and one copy of the Corporate Articles pertaining to CAPTIVA DIVE, INC., together with a check in the amount of \$122.50. Please proceed to file and forward a Certificate of Incorporation to the above address.

Sincerely,



Denis Biram

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-11/19/97-01036--002
****122.50 ****122.50

Encl.

ARTICLES OF INCORPORATION

OF

CAPTIVA DIVE, INC.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is CAPTIVA DIVE, INC. The principal place of business and business address is 11508 Andy Rosse Lane, Unit 5, Captiva, Lee County, Florida 33924

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To manage, operate, market and promote water sport activities.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of 0.01 Dollar (\$0.01) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 11508 Andy Rosse Lane, Unit 5, Captiva, Lee County, Florida 33924 and the name of its registered agent is Denis Biram.

ARTICLE SIX

The President is Denis Biram, 11508 Andy Rosse Lane, Unit 5, Captiva, Lee County, Florida 33924

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

© The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of fifty one percent (51%) of all outstanding shares.

ARTICLE TEN

The officers of this corporation may consist of a president, vice-president, treasurer, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officer of this corporation shall be Denis Biram.

ARTICLE ELEVEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That CAPTIVA DIVE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of Captiva, Lee County, State of Florida, has named Denis Biram, as its agent to accept service of process within this state. Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Denis Biram
Registered Agent

ARTICLE TWELVE

The name and address of the incorporator is: Denis Biram, 11508 Andy Rosse Lane, Unit 5, Captiva, Lee County, Florida 33924.



Denis Biram

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