

LAW OFFICES
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.
RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

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WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
OF COUNSEL

PORT RICHEY OFFICE

RIDGE PLACE EXECUTIVE CENTER
6410 U.S. HIGHWAY 19 - SUITE 104
PORT RICHEY, FLORIDA 34668
TEL: (813) 841-7833
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May 11, 1998

P98000043688

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002520666-9
-05/12/98-01075-021
***122.50 ***122.50

RE: Articles of Incorporation
GRINDEY DIVING SERVICES, INC.

Gentlemen:

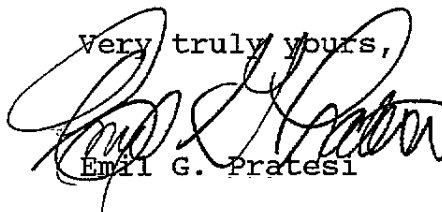
We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
	\$122.50

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/pmy
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:00

ARTICLES OF INCORPORATION
OF
GRINDEY DIVING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:01

I.

NAME

The name of this corporation shall be GRINDEY DIVING SERVICES, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is 2126 Drew Street, Clearwater, Florida 33765.

VII. INITIAL REGISTERED OFFICE AND AGENT

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2126 Drew Street, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Brian Grindey.

VIII.

INCORPORATORS

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

Brian Grindey 2126 Drew Street
Clearwater, Florida 33756

IX.

INDEMNIFICATION

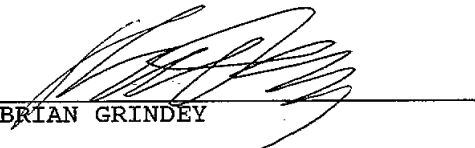
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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 subscriber has executed this Articles of Incorporation this 11 day of May, 1998.


BRIAN GRINDEY

EGP/pmy
C:\CORP\GRINDEY.ART

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

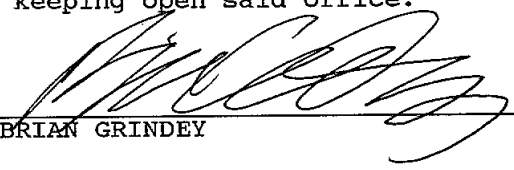
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GRINDEY DIVING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Brian Grindey, located at 2126 Drew Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

By:


BRIAN GRINDEY

(REGISTERED AGENT)

EGP/pmy
C:\CORP\6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:01