

# P980000,50421

Blue Water Scuba, Inc.  
3302 SW Frankford Street  
Pt St Lucie, FL 34953

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 AM 9:37

Examiner's Initials

KP  
EGC598



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 14, 1998

MICHAEL S. EWING  
3302 SW FRANKFORD STREET  
PORT ST. LUCIE, FL 34953

SUBJECT: BLUE WATER SCUBA, INC.  
Ref. Number: W98000010948

We have received your document for BLUE WATER SCUBA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The subscriber listed in Article IX must sign the articles.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 998A00026810

ARTICLES OF INCORPORATION

OF

Blue Water Scuba, Inc.

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DIVISION OF CORPORATIONS

98 JUN -3 AM 9:37

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be Blue Water Scuba, Inc.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in any business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand ( 2,000 ) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Two Thousand ( \$2,000.00 ) Dollars.

ARTICLE V: BEGINNING OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date when corporate existence begins shall be the date of filing of these Articles, and this Corporation shall exist perpetually.

ARTICLE VI: ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 3580 S.W. Coco Palm Drive. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII: DIRECTORS

This Corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1) nor more than three (3).

#### ARTICLE VIII: INITIAL DIRECTORS


The names and post offices and street addresses of the members of the First Board of Directors are:

Anthony C. Ludouico                      3580 S.W. Coco Palm Drive  
Palm City, Florida 34990

#### ARTICLE IX: SUBSCRIBERS

The name and post office and street address of each subscriber to these Articles of Incorporation are:

Michael S. Ewing                      3302 S.W. Frankford Street  
Port St. Lucie, Florida 34953

  
Michael S. Ewing

#### ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI: MISCELLANEOUS PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation:

- a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by a Statute or authorized by the Board of Directors, or by a resolution of the stockholders.
- b. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this Corporation.
- c. The Directors may prescribe a method or methods for replacement of lost certificates, and to prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- d. The Corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties, without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

- e. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are Directors of Officers of such other Corporation, and any Director or Directors, individually or jointly may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

#### ARTICLE XII: DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, this Corporation designates Anthony C. Ludouico, 3580 S.W. Coco Palm Drive, Palm City, Florida 34990 as Resident Agent for service of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of incorporation at Stuart, Martin, Florida, this 23<sup>rd</sup> day of Feb, 19 98.

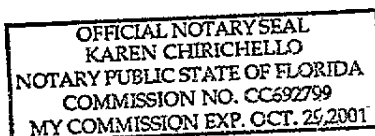
Anthony C. Ludouico  
Anthony C. Ludouico

STATE OF FLORIDA  
COUNTY OF MARTIN

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Anthony C. Ludouico, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

23<sup>rd</sup> In Witness Whereof, my hand and official seal in the County and State named above this day of Feb, 19 98.

(Notary Seal)



Karen Chirichello  
NOTARY PUBLIC

My Commission Expires: 10-29-2001

#### ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation at the place designated in the foregoing certificate, I hereby accept my appointment to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Anthony C. Ludouico  
Anthony C. Ludouico  
Resident Agent

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JUN -3 AM 9:37  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS