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(LETTER OF TRANSMITTAL)

P.O.Box 6327)

Date: 01JUN98

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Secretary of State
Division of Corporations
Tallahassee, FL 32314

Re: GULF DIVERS OF MADERIA BEACH, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation, together with check in the amount of One Hundred and Twenty-two Dollars and Fifty cents (\$122.50).

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Respectfully yours,

Faye Burnash

Faye M. Burnash

GULF DIVERS OF MADERIA BEACH, INC

Mailing Address of Corporation:

72 150th Avenue
Maderia Beach, FL 33708
Ph: 813-394-0617

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
GULF DIVERS OF MADERIA BEACH, INC.

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

ARTICLE I - NAME OF CORPORATION

The name of the corporation is:

GULF DIVERS OF MADERIA BEACH, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **ONE THOUSAND (1000)** shares of **ONE Dollar(s)** (\$1.00) par value Common Stock, which will be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principle office, if known, or the mailing address of the corporation is:

NAME GULF DIVERS OF MADERIA BEACH, INC
ADDRESS: 72 150TH AVE
MADERIA BEACH, FL 33708

The name and address of the Initial Registered Agent of this Corporation is:

NAME FAYE M. BURNASH
ADDRESS: 72 150TH AVE
MADERIA BEACH, FL 33708

ARTICLE VI - 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 by the BY-Laws of the corporation, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: MICHAEL P. BURNASH, PRESIDENT
ADDRESS: 126 LINDA WAY
SEMINOLE, FL 33772

NAME: FAYE M. BURNASH, SECRETARY
ADDRESS: 126 LINDA WAY
SEMINOLE, FL 33772

ARTICLE VII - INCORPORATORS

The names and address of the incorporators signing these Articles of Incorporation are as follows:

NAME: MICHAEL P. BURNASH
ADDRESS: 126 LINDA WAY
SEMINOLE, FL 33772

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98 JUN 16 AM 11:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NAME:

FAYE M. BURNASH
126 LINDA WAY
SEMINOLE, FL 33772

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of JUNE, 1998.

MICHAEL P. BURNASH

Michael P. Burnash (Seal)

FAYE M. BURNASH

Faye Burnash (Seal)

STATE OF FLORIDA)

SS

COUNTY of SARASOTA)

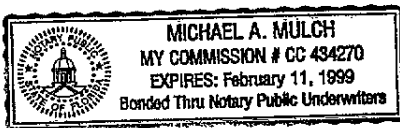
before me, a Notary Public, authorizes to take acknowledgements in the State and County set forth above, personally appeared:

MICHAEL P. BURNASH
FAYE M. BURNASH

known to me and known to be the person(s) who executed the forgoing Articles on Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15 day of JUNE 1998.

Michael A. Mulch
(Notary Public, State of Florida at Large)



(Notary Seal)

(My Commission Expires: 2/11/99)

*CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT*

CERTIFICATE OF REGISTERED AGENT

OF

GULF DIVERS OF MADERIA BEACH, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at:

72 150TH AVE, MADERIA BEACH, FL 33708

has named FAYE BURNASH located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Faye Burnash
(registered agent)

FAYE M. BURNASH