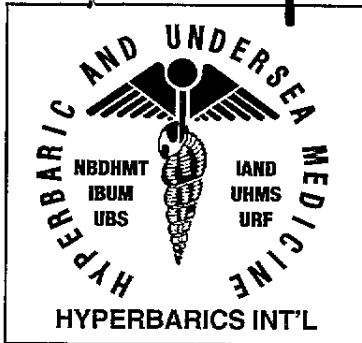


P9800085178



HYPERBARICS INTERNATIONAL, INC.  
INTERNATIONAL ASSOCIATION OF NITROX  
AND TECHNICAL DIVERS, INC.  
INTERNATIONAL BOARD OF UNDERSEA MEDICINE, INC.  
UNDERSEA BREATHING SYSTEMS, INC.  
UNDERSEA RESEARCH FOUNDATION, INC.

e-mail, dick@hyperbaricsintl.com

www.hyperbaricsintl.com

490 Caribbean Dr. • Located at Ocean Divers • Key Largo, FL 33037  
Tel: 305-451-2551 • Fax: 305-451-5765

Division of Corp.

Dear folks,

Sept 30, 98

400002654324--5  
-10/02/98-01051-016  
\*\*\*\*122.50 \*\*\*\*78.75

Please incorporate the enclosed Corporation  
("Island Boy").

Any problems please call Mr  
Rutkowski, Phone # above. Please include  
stamped copy.

Sincerely

DICK RUTKOWSKI

FILED  
98 OCT -2 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall

OCT - 5 1998

3

FILED  
98 OCT -2 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ISLANDBOY, INC.**

---

I, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION FOR PROFIT, FOR THE PURPOSES HEREINAFTER STATED AND PURSUANT TO THESE ARTICLES OF INCORPORATION, STATES AS FOLLOWS:

**ARTICLE I.**

THE NAME OF THE CORPORATION SHALL BE ISLANDBOY, INC.

**ARTICLE II.**

THE GENERAL NATURE OF THE CORPORATION TO BE TRANSACTED BY THIS CORPORATION SHALL BE THAT OF OCEAN, UNDERSEA, AND WATER DIVING, INSTRUCTIONS, TOGETHER WITH DIVING SPECIALTIES AND TO ENTER INTO ANY OTHER SERVICES OR FORM OF MERCANTILE BUSINESS, WHETHER RELATED OR NOT.

FURTHER, THE CORPORATION SHALL BE ABLE TO CONDUCT BUSINESS, OR HAVE OFFICES IN ANY STATE WITHIN THE UNITED STATES OF AMERICA, OR ANY OTHER NATION, COUNTRY, TERRITORY OR FOREIGN POSSESSION AS MAY BE ALLOWED UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

THE CORPORATION SHALL HAVE THE POWER TO BUY, SELL, HOLD, MORTGAGE, CONTROL, LEASE, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY INCLUDING FRANCHISES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES OR OTHER EVIDENCES OF DEBT.

TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE HOLDINGS OR SHARES OF THE CAPITAL STOCK, BONDS, OR OTHER EVIDENCES OF DEBT CREATED BY ANY OTHER CORPORATION, STATE OR GOVERNMENT, AND WHILE THE OWNER OF SUCH INTEREST, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE STOCK.

**ARTICLE III**

THE CAPITAL OF THE CORPORATION SHALL CONSIST OF ONE HUNDRED (100) SHARES OF COMMON STOCK WITH A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV**

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE V**

THE AMOUNT OF CAPITAL PAID IN WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE IN THE SUM OF FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE VI**

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, SECRETARY-TREASURER, AND BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE PERSON.

THE NAME AND ADDRESS OF THE OFFICERS AND DIRECTOR WHO ARE TO CONDUCT THE AFFAIRS OF THE CORPORATION ARE AS FOLLOWS:

| <u>NAME</u>       | <u>ADDRESS</u>                               | <u>POSITION</u>                |
|-------------------|--|--------------------------------|
| LARRY G. HEISKELL | 301 ST. THOMAS AVENUE<br>KEY LARGO, FL 33037 | PRESIDENT, DIRECTOR, SECRETARY |

**ARTICLE VII**

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION AND THE AMOUNT OF CAPITAL STOCK SUBSCRIBED TO IS AS FOLLOWS:

| <u>NAME</u>       | <u>ADDRESS</u>                               | <u>SHARES</u>      |
|-------------------|--|--------------------|
| LARRY G. HEISKELL | 301 ST. THOMAS AVENUE<br>KEY LARGO, FL 33037 | ONE HUNDRED SHARES |

FILED  
98 OCT -2 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**

**THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE**

**301 ST. THOMAS AVENUE, KEY LARGO, FLORIDA 33037**

**ARTICLE IX**

**THE REGISTERED AGENT OF THE CORPORATION IS LARRY G.**

**HEISKELL, 301 ST. THOMAS AVENUE, KEY LARGO, FLORIDA 33037**

**ARTICLE X**

**THE STOCK ISSUED BY THE CORPORATION SHALL QUALIFY UNDER**

**SECTION 1244 OF THE INTERNAL REVENUE CODE, AND FURTHER QUALIFY AS A SUB-CHAPTER**

**"S" CORPORATION.**

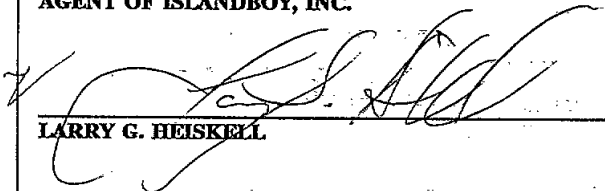
**WITNESS MY HAND AND SEAL:**

  
\_\_\_\_\_  
**LARRY G. HEISKELL**

(SEAL)

**THE UNDERSIGNED DOES HEREBY AGREE TO ACT AS REGISTERED**

**AGENT OF ISLANDBOY, INC.**

  
\_\_\_\_\_  
**LARRY G. HEISKELL**

STATE OF FLORIDA

COUNTY OF MONROE

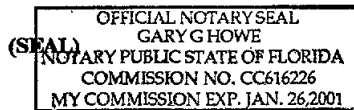
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED  
LARRY G. HEISKELL, TO ME WELL KNOWN, AND WHO ACKNOWLEDGED BEFORE ME THAT HE  
VOLUNTARILY EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE USES AND  
PURPOSES THEREIN STATED.

WITNESS MY HAND AND SEAL AT KEY LARGO, MONORE COUNTY,  
FLORIDA, THIS 30 <sup>September</sup> DAY OF ~~JUNE~~, 1998.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



MBF FILE #98-7751

C:\CORP\CABOR