

SAENZ, ROBLEDO, SAX & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

8180 N.W. 36 STREET #100 • MIAMI, FLORIDA 33166-6650

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ROBERT J. SAX, C.P.A.
SHIBBIR H. SONGERWALA, C.P.A.
CIRA H. VILLAZON, C.P.A.

D98000085687

October 1, 1998

FT. LAUDERDALE OFFICE
1244 N. University Drive
Plantation, Florida 33322
Telephone: 954 370-2727
Fax: 954 370-2776

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

SUBJECT: RESORT DIVERS, INC.

EFFECTIVE DATE
10-1-98

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

△ \$70.00
Filing Fee

△ \$78.75
Filing Fee
& Certificate

△ \$122.50
Filing Fee
& Certified Copy

△ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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****122.50 *****78.75

FROM: RAUL M. SAENZ

SAENZ, ROBLEDO, SAX & COMPANY, P.A.

8180 N.W. 36 STREET, #100

MIAMI, FLORIDA 33166

ARTICLES OF INCORPORATION

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
10-1-98

ARTICLE I NAME

The name of the corporation shall be:

Resort Divers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8180 N.W. 36 Street, #100
Miami, Florida 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Raul M. Saenz
8180 N.W. 36 Street, #100
Miami, Florida 33166

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Laura Heron
8180 N.W. 36 Street, #100
Miami, Florida 33166

ARTICLE VI EFFECTIVE DATE

The effective date of this corporation will be:

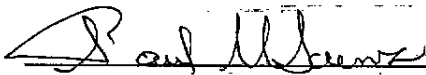
October 1, 1998



Signature/Incorporator

9/26/98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

9/29/98
Date