

P98000098591

Janelle Matisse Athens
Attorney at Law

3448 Defow Avenue
Port Charlotte, FL 33952

Tel. (941) 766-1000
Fax (941) 764-0667

November 18, 1998

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

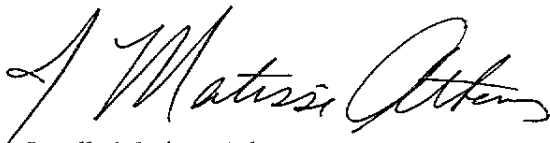
800002692728--7
-11/20/98--01062--001
*****122.50 *****78.75

Ref: CASEY DIVE & CHARTERS, INC.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the articles of incorporation for the above referenced corporation, along with a check for \$122.50 to cover filing and certified copy fees.

Sincerely,



Janelle Matisse Athens

JA:jpl

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:35

B. BROCK NOV 24 1998

**ARTICLES OF INCORPORATION
OF
CASEY FISH & DIVE CHARTERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:35

The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a corporation for profit under the provisions of the Florida Business Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

ARTICLE I NAME

The name of this corporation shall be CASEY FISH & DIVE CHARTERS, INC.

ARTICLE II PRINCIPAL OFFICE

The street address of the initial principal office is 7693 Cove Terrace, Sarasota, Florida 34231. The mailing address of the corporation is 7693 Cove Terrace, Sarasota, Florida 34231.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be limited to one thousand shares of common stock, all of one class, of the par value of \$10.00 per share, and each share of common stock shall entitle the holder thereof to one vote at any stockholders' meeting.

ARTICLE IV PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Janelle Matisse Athens, 3448 Depew Avenue, Port Charlotte, Florida 33952.

ARTICLE VI INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is Janelle Matisse Athens, 3448 Depew Avenue, Port Charlotte, Florida 33952.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two directors, and the name and address of the first directors of this corporation shall be Rod Khleif, 7693 Cove Terrace, Sarasota, Florida 34231 and Meilin Khleif, 7693 Cove Terrace, Sarasota, Florida 34231.

VIII BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors, the number of which will be determined in the bylaws of the corporation. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. The Board of Directors shall be elected by a majority of stock entitled to vote which is present and participating in person or by proxy at the shareholder meetings to be held as prescribed by the bylaws. No director or officer of this corporation shall be required to be a stockholder of the corporation. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors by appropriate resolution.

ARTICLE IX PURPOSE

The purpose for which this corporation is organized is to conduct fishing and diving charters in the state of Florida and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE X ACTIONS WITHOUT MEETINGS

The shareholders and Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consents are signed and filed in accordance with the Florida Business Corporation Act.

ARTICLE XI INDEMNIFICATION

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or director in his or her individual capacity, it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the Florida Business Corporation Act.

ARTICLE XII BYLAWS

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by the shareholders by a majority vote of the shares present, in person or by proxy, at any regular

meeting of the said shareholders or any special meeting called for such purposes. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued.

ARTICLE XIII MEETING LOCATIONS

All meetings of the stockholders and directors may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes.

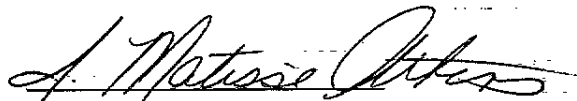
ARTICLE XIV CONTRACTS

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder, director or officer of the corporation is a party to or interested in such contract or transaction, and each and every shareholder, director and officer of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which s/he may be anywise interested.

ARTICLE XV

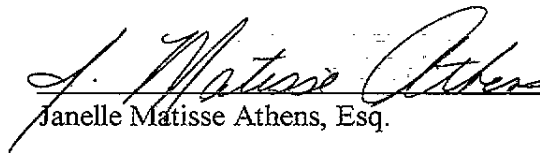
This corporation shall have perpetual existence, unless sooner dissolved according to law.

The undersigned incorporator has executed these Articles of Incorporation this eighteenth day of November, 1998.


Janelle Matisse Athens, Esq.

ACCEPTANCE BY REGISTERED AGENT

I, Janelle Matisse Athens, whose office is located at 3448 Depew Avenue, Port Charlotte, Florida 33952, having been named as Registered Agent to accept service of process for CASEY FISH & DIVE CHARTERS, INC., do hereby accept designation as this corporation's initial Registered Agent. 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.


Janelle Matisse Athens, Esq. Date 11/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:35