

099000007739



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 112509 81219A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : January 26, 1999

ORDER TIME : 11:54 AM

ORDER NO. : 112509-005

CUSTOMER NO: 81219A

300002755353--3

CUSTOMER: Ms. Danice M. Wallace  
W. WADE WALLACE, ESQUIRE  
W. WADE WALLACE, ESQUIRE  
Suite 26  
10221 Emerald Coast Parkway  
Destin, FL 32541

DOMESTIC FILING

NAME: FANTASEA SCUBA & SNORKEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

66/12/11/99

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JAN 26 PM 12:50

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 6:09

**ARTICLES OF INCORPORATION  
OF  
FANTASEA SCUBA & SNORKEL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 26 PM 6:09

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation is: **Fantasea Scuba & Snorkel, Inc.**

**ARTICLE II**

Duration

This corporation shall exist perpetually.

**ARTICLE III**

Corporate Purpose

This corporation is organized to transact any lawful business for which the corporation may be incorporated pursuant to Chapter 607 and Chapter 621, Florida Statutes, or any other applicable laws of the State of Florida.

**ARTICLE IV**

Principal Office/Mailing Address

The street address of the initial principal office is: #1 Highway 98 East, Destin, FL 32541.

**ARTICLE V**

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE VII**

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

**ARTICLE VIII**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is #1 Highway 98 East, Destin, FL 32541; the name of the initial registered agent of this corporation at that address is: Kevin R. Kittrell.

**ARTICLE IX**

**Board of Directors**

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-laws.

**ARTICLE X**

**Officers**

The corporation shall have the following officers; President and Secretary/Treasurer, who shall be elected by a majority vote of the directors.

**ARTICLE XI**

**Incorporators**

The name and address of the incorporator is: Kevin R. Kittrell, #1 Highway 98 East, Destin, FL 32541.

**ARTICLE XII**

**Action by Directors Without a Meeting**

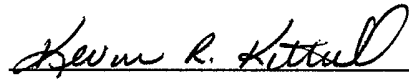
The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XIII**

**Amendment**

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

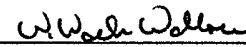
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of January, 1999.

  
Kevin R. Kittrell

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of January, 1999, by Kevin R. Kittrell, who is personally known to me or who has produced CAL. DRIVERS LICENSE as identification.

WITNESS my hand and seal this 22<sup>nd</sup> day of January, 1999.

  
Name: W. WADE WALLACE  
Notary Public  
My commission expires:



W. Wade Wallace  
MY COMMISSION # CC582304 EXPIRES  
October 31, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
89 JAN 26 PM 6:09

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That Fantasea Scuba & Snorkel, Inc., with its principal place of business at #1 Highway 98 East, Destin, FL 32541, has named Kevin R. Kittrell, located at #1 Highway 98 East, Destin, FL 32541, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 1/22/99

Kevin R. Kittrell  
Kevin R. Kittrell