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Law Offices of
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February 10, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

300002775233--3
-02/15/99-01076--002
*****70.00 *****70.00

Re: Articles of Incorporation for
Benthic Technologies, Inc.

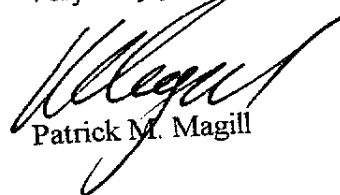
Dear Sir:

I enclose the original Articles of Incorporation for the above named corporation for profit.

Please file these as soon as possible and return to me the Certificate of filing. I enclose my check in the amount of \$70.00 for the filing of these Articles.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Patrick M. Magill

PMM:rtm

Enclosures

P. Hall

FEB 16 1999

(5)

FILED
99 FEB 15 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BENTHIC TECHNOLOGIES, INC.

FILED
99 FEB 15 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

I

The name of the corporation shall be *BENTHIC TECHNOLOGIES, INC.* The principal place of business shall be 1500 Miller Avenue, Suite A, Winter Park, Florida 32789.

II

The duration of this corporation is perpetual unless dissolved according to law.

III

The purposes for which this corporation is organized are:

1. To instruct the general public in the practice of SCUBA diving.
2. To conduct aquatic research.
3. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
4. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

IV

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of ten dollars (\$10.00) per share.

V

The number constituting the initial Board of Directors is three (3). The method for electing Directors shall be as stated in the Bylaws of the corporation. The name and address of each persons who are to serve initially are:

Terrence N. Tysall
1500 Miller Ave., Ste. A
Winter Park, FL 32789

Kyle W. Creamer
6603 Suncrest Dr.
Roanoke, VA 24014

Tim Gallagher
1500 Miller Ave., Ste. A
Winter Park, FL 32789

VI


The street address of the initial registered office of the corporation is 2110 East Robinson Street, Orlando, FL 32803. The name of its original registered agent at such address is Patrick M. Magill, Esquire.

VII

The names and addresses of the incorporators are the same as the initial directors, listed above.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of
Incorporation this 11th day of DECEMBER, 1998.


TERRENCE N. TYSALL


KYLE W. CREAMER


TIMOTHY J. GALLAGHER

STATE OF FLORIDA

COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared TERRENCE N. TYSALL, KYLE
W. CREAMER, and TIMOTHY J. GALLAGHER, who each produced
Drivers License as identification, who depose and said that they are the
persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and
acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 11th day of December, 1998.


NOTARY PUBLIC

My Commission Number is:
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

FILED

FEB 15 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PATRICK M. MAGILL, agree to accept the designation of Registered Agent for *BENTHIC TECHNOLOGIES, INC.*; and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 12 day of February, 1999.


PATRICK M. MAGILL

Sworn to and subscribed before me this 12th day of February, 1999,
by PATRICK M. MAGILL, to me well known.


NOTARY PUBLIC

My Commission Number is:

My Commission expires:



Cathy L. Flora
MY COMMISSION # CC603782 EXPIRES
November 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.