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April 28, 1999


From: Robert B. Branson, Esquire
1524 East Livingston Street
Orlando, Florida 32803
Florida Bar #800988

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Subject: ScubaOrlando, Inc.

To: Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Enclosed are Articles of Inc. for subject Corporation. Return the Certified Articles, Chapter and receipt to the address indicated above.


ROBERT B. BRANSON, ESQUIRE
1524 E. Livingston Street
Orlando, Florida 32803
(407) 894-6834
Florida Bar No.: 800988

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/10

ARTICLES OF INCORPORATION OF A CORPORATION FOR PROFIT

The following Articles of Incorporation are executed to establish a Corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME AND ADDRESS: The Name and Address of this Corporation:

ScubaOrlando, Inc. 2487 Castlewood Rd., Maitland, FL 32751

ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT and REGISTERED ADDRESS (All persons listed after the first are additional Initial Directors):

James A. Hurley

2487 Castlewood Rd
Maitland, FL 32751

ARTICLE 3 - AUTHORIZED SHARES (Maximum Number and Par Value Per Share):

One Thousand (1000) Shares at One Dollar (\$1.00) per share.

ARTICLE 4 - AUTHORIZED SHARES OF STOCK: Any portion of the shares of stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on, the same.

ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT: This corporation shall have all of the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said Articles are not filed with the Secretary of State of Florida within said five (5) days, the corporation shall commence its existence on the date these Articles are filed with said Secretary of State.

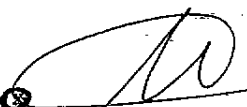
ARTICLE 6 - STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration thereof that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

ARTICLE 7 - AMENDMENTS TO ARTICLES: Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

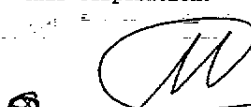
ARTICLE 8 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS: The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors. Each stockholder shall have votes equal to the number of shares owned by said stockholder. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or these Articles of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

IN WITNESS WHEREOF, I execute these Articles of Incorporation.

The Undersigned accepts the duties of registered agent of this corporation.




Incorporator/Initial Director



Registered Agent

STATE OF FLORIDA, COUNTY OF ORANGE - ACKNOWLEDGEMENT: Before the undersigned personally appeared the Incorporator/Initial Director and Registered Agent known to me to be the person described herein who acknowledged executing these Articles.


Susan B. Amellin

Dated on

4-21-99

NOTARY PUBLIC - STATE OF FLORIDA
SUSAN B AMELLIN
COMMISSION # CC780135
EXPIRES 10/4/2002
BONDED THRU ASA 1-388-NOTARY1

ARTICLE 3: MANAGEMENT: The management of the affairs and business of this corporation shall be conducted by the stockholders acting in lieu of directors who shall act through the officers of this corporation.

ARTICLE 4: OFFICERS AND DUTIES: The following officers, when elected by the stockholders, shall have the following duties:

a. The President shall preside at all meetings of the stockholders; present a report of the condition of the business of the corporation at each regular meeting of the stockholders; call regular and special meetings of the stockholders in accordance with these By-Laws; make and sign all contracts and agreements in the name of the corporation, and see that they are properly fulfilled; see that the books, reports, statements and certificates required by law are properly kept, made and filed according to law; sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer; enforce these By-Laws and perform all the duties incident to said office and which are required by law.

b. The Vice-President shall, during the absence and/or inability of the President, render and perform the duties or exercise the powers of the President, as set forth in these By-Laws or as directed by the stockholders.

c. The Secretary shall keep the minutes of all meetings of the stockholders in appropriate books; act as the custodian of the records and Seal of the Corporation and affix the latter when required; give and serve all notices of the corporation; keep the stock and transfer books in the manner prescribed by law so as to show at all times the amount of capital stock, the names of the owners thereof, their respective addresses, the number of shares owned by each, the time at which each person became such owner and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the corporation, subject to the inspection of any stockholder of the corporation, and permit such stockholder to make extracts from said books to the extent and as prescribed by law; sign all certificates of stock; present to the stockholders at their stated meetings all communications addressed to him officially by the President or any officer of shareholder of the corporation; attend to all correspondence and perform all the duties incident to said office.

d. The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or safety deposit vaults as the stockholders may designate; sign, make and endorse in the name of the corporation, all checks, drafts, warrants and orders for the payment of money and pay out and dispose of the same and receipt thereof, under the direction of the President; exhibit at all reasonable times the books and accounts to any stockholder of the corporation upon application at the office of the corporation during business hours; render a full financial report of the corporation at each regular meeting of the stockholders and at such other times as shall be required; keep at the office of the corporation, correct books of account of all its business and transactions and such other books of account as the stockholders may require; do and perform all duties appertaining to said office.

ARTICLE 5: VACANCIES: All vacancies in any office, shall be filled by the stockholders at a meeting called for such purpose.

ARTICLE 6: COMPENSATION: Officers, agents and employees shall receive such salary or compensation as may be determined by the stockholders.

ARTICLE 7: REMOVAL OF OFFICERS: The stockholders may remove any officer, agent and employee by a majority vote, at any time, with or without cause.

ARTICLE 8: DIVIDENDS: The stockholders shall by vote declare dividends from the surplus profits of the corporation whenever, in their opinion, the condition of the corporation's affairs will render it expedient.

ARTICLE 9: OBLIGATIONS OF THE CORPORATION: All obligations of the corporation, including bills payable, notes, checks, negotiable instruments, etc., shall be made in the name of the corporation and shall be signed by such officer or officers as the President shall from time to time direct. No officer or agent of the corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant or other negotiable instrument, or endorse the same in the name of the corporation, or contract or cause to be constructed any debt or liability in the name or on behalf of the corporation, except as herein expressly provided.

ARTICLE 10: CERTIFICATES OF STOCK/SEAL: Certificates of stock shall be numbered and registered in the order in which they are issued and exhibit the name of the owner and the number of shares owned. Said certificates shall be signed by the President or Vice-President, and countersigned by the Secretary and sealed with the seal of the corporation. The stock of the corporation shall be assigned and transferrable on the books of the corporation only by the person in whose name it appears on said books, or his legal representatives. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered and cancelled before a new certificate may be issued. No transfer shall be made upon the books of the corporation within (10) days next preceding the regular meeting of the stockholders. A specimen of the stock certificate immediately follows this page with the seal of the corporation impressed thereon.