

TIMOTHY M. GOAN, P.A.

ATTORNEY AT LAW  
1 CORPORATE DRIVE  
SUITE 1-C  
PALM COAST, FLORIDA 32137

(904) 445-9003

(904) 445-0540 (FAX)

P99000074623

August 13, 1999

Secretary of State  
Division of Corporations  
State Capitol, Plaza 2  
Tallahassee, FL 32399-0250

100002961241--2  
-08/16/99-01125-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

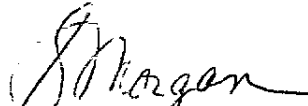
RE: MODERN SCUBA, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of the Articles of Incorporation concerning the above referenced corporation together with our check in the amount of \$70.00 representing the filing fee. If all is in order, kindly file the Articles and return a certified copy of same to this office.

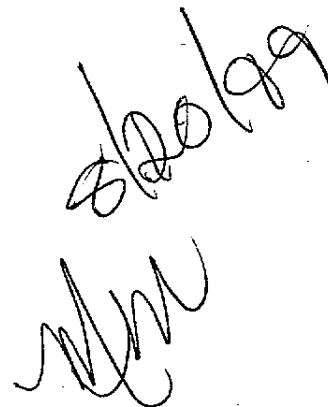
Should you have any questions, please feel free to contact this office.

Sincerely,

  
Sally Morgan  
Secretary

sm  
Enclosures

FILED  
99 AUG 16 PM 4: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

of

MODERN SCUBA, INC.

FILED  
99 AUG 16 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: MODERN SCUBA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the instruction of scuba diving lessons, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is SR 100, Box 18T, #11, Bunnell, FL 32110. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
GRADY PRATHER, JR.	SR 100, Box 18T, #11 Bunnell, FL 32110
CARYN RICHMOND	SR 100, Box 18T, #11 Bunnell, FL 32110

### ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of

these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
GRADY PRATHER, JR.	SR 100, Box 18T, #11 Bunnell, FL 32110	50	\$ 50.00
CARYN RICHMOND	SR 100, Box 18T, #11 Bunnell, FL 32110	50	\$ 50.00

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Timothy M. Goan, P.A., 1 Corporate Drive, Suite 1-C, Palm Coast, FL 32137, to accept service of process within this State as to this corporation.

  
GRADY PRATHER, JR.

  
CARYN RICHMOND

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforementioned to take acknowledgments, personally appeared GRADY PRATHER, JR. and CARYN RICHMOND, to me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 19th day of August, 1999.

*Sara H. Morgan*  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:

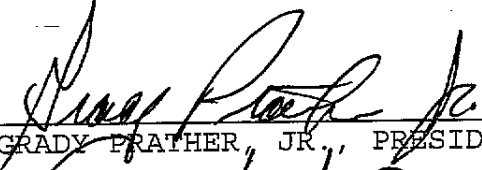
SARA H. MORGAN  
Notary Public - State of Florida  
My Commission Expires Dec 15, 2001  
Commission #CC702485

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

FILED  
99 AUG 16 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

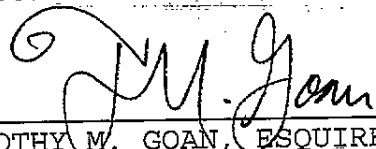
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED;

FIRST: THAT MODERN SCUBA, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT SR 100, BOX 18T, #11, BUNNELL, FL 3211035, HAS  
NAMED ATTORNEY TIMOTHY M. GOAN, LOCATED AT 1 CORPORATE DRIVE, SUITE  
1-C, PALM COAST, FLAGLER COUNTY, STATE OF FLORIDA, AS ITS  
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
GRADY PRATHER, JR., PRESIDENT

DATE: 8/12/99

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.

  
TIMOTHY M. GOAN, ESQUIRE  
REGISTERED AGENT

DATE: 8-13-99