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DEBORAH A. ROTH, P.A.

21301 Powerline Road, Suite 310
Boca Raton, Florida 33433

(561) 883-2722
Fax: 883-2297

November 1, 1999

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-11/03/99-01043-009
*****78.75 *****78.75

RE: SCUBA CENTER, INC.

Dear Clerk:

With reference to the above-captioned matter, enclosed please find a set of Articles of Incorporation. Please file the articles as soon as possible and return a certified copy to me. I have enclosed a check for \$78.75, representing your fee for same.

Thank you for your assistance in this regard. If you have any questions, please call me.

Very truly yours,

DEBORAH A. ROTH, P.A.


Deborah A. Roth, Esquire

Encls.
Scuba

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SCUBA CENTER, INC.

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TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

SCUBA CENTER, INC.
14816 SUMMERSONG LANE
DELRAY BEACH, FLORIDA 33484

ARTICLE II - PURPOSE AND DURATION

The corporation is organized for the following purposes:

- a. To engage in and transact any and all lawful business; and
- b. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this business.

The duration of the Corporation shall be perpetual or until dissolved by vote of the shareholders, as hereafter provided.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 initial shares of stock, having \$1.00 (one dollar) par value per share. Said shares shall be of a single class of common stock. Each said share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The number of shares issued; class; voting power; and par value shall be determined from time to time by the Board of Directors.

ARTICLE IV- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) Directors initially. The number of directors may be thereafter increased or decreased from time to time, in accordance with the Bylaws of the corporation.

The names and address of the initial members of the Board of Directors are:

DIRECTORS:

CHARLES R. CLARY
441 NE 44TH STREET
BOCA RATON, FLORIDA 33431

JOHN H. PICKENS
14816 SUMMERSONG LANE
DELRAY BEACH, FLORIDA 33484

E. LEE PICKENS
14816 SUMMERSONG LANE
DELRAY BEACH, FLORIDA 33484

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders, if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

DEBORAH A. ROTH, ESQUIRE
21301 POWERLINE ROAD, SUITE 310
BOCA RATON, FLORIDA 33433

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Office and Agent of the corporation are:

DEBORAH A. ROTH, P.A.
21301 POWERLINE ROAD, SUITE 310
BOCA RATON, FLORIDA 33433

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this ^{15th} day of NOVEMBER 1999.

BY: 
DEBORAH A. ROTH

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer of duly

authorized to administer oaths and take acknowledgments, personally appeared DEBORAH A. ROTH known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that She executed the same freely and voluntarily for the purposes therein expressed.

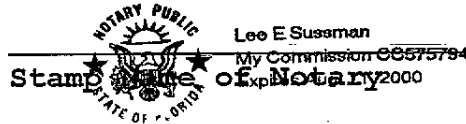
WITNESS, my hand and official seal this 1ST day of November, 1999 at Boca Raton, Palm Beach County, Florida.


NOTARY PUBLIC

State of Florida at Large

My commission expires:

- (x) Personally known to me, or
() Produced identification:



Lee E Sussman
My Commission CC575794
Expires Aug. 11, 2000

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, DEBORAH A. ROTH, ESQUIRE as President of DEBORAH A. ROTH, P.A., whose address is stated below, being and the same as that DEBORAH A. ROTH, P.A. designated in the Articles of Incorporation of SCUBA CENTER, INC.; whose principal place of business is: 14816 SUMMERSONG LANE, DELRAY BEACH, FLORIDA, do hereby accept the appointment as the Registered Agent for SCUBA CENTER, INC., and am familiar with and accept my duties as Registered Agent, in accordance with Florida Statutes.

Dated this 5th day of NOVEMBER 1999.

DEBORAH A. ROTH, P.A.
21301 Powerline Road, Suite 310
Boca Raton, FL 33433
(561) 883-2722

By:


Deborah A. Roth, Esquire

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