

ARTICLES OF INCORPORATION
OF
AQUALA PRO DIVE CENTER, INC.

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following articles of incorporation for such corporation.

FIRST: The name of the corporation is Aquala Pro Dive Center, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To design, devise, invest, manufacture, install, repair, inspect, buy, sell, handle and deal in scuba diving equipment and related items.

2. To engage in the purchase, sale and development of real property.

3. To invest money in all kinds of property, both real and personal.

4. To buy, sell, own and deal in securities of all kinds.

5. To borrow and lend money, with or without security, and to mortgage, pledge, or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

6. To negotiate loans and discounts, to buy and sell stocks, bonds, and other securities, as agents for its own account or otherwise.

7. To develop, acquire, sell, lease and own, real, personal, and mixed property of all kinds, and to build buildings of every kind and description; and to promote, organize and control land companies, town-site companies and construction companies, industrial, transportation, mercantile, or commercial companies, or any company having power to carry on any of the business herein set forth or referred to, or having power to exercise all, or any single power, which this company may exercise; and to become an incorporator of any such company, or cause its incorporation, and to subscribe for and own, hold or dispose of the capital stock of such company or securities of such company to any extent.

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8. To improve, manage, develop, sell, assign, transfer lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property, real or personal, of the corporation and, from time to time, to vary any investment or employment of capital of the corporation.

9. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

10. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

11. To buy and sell goods, wares and merchandise of every class and description which can be lawfully sold.

12. To acquire by purchase, subscription, or otherwise, and to hold or dispose of, shares, bonds, or any other obligations of any corporations formed for, or then or theretofore engaged in or pursuing, any one or more the kinds of businesses, purposes, objects, or operations above indicated, or owning or holding any property of any kind herein mentioned; or of any corporation owning or holding the shares or the obligations of any such corporation.

13. To acquire and hold for investment, or otherwise to acquire and to use, sell, or dispose of, any shares, bonds, or other obligations of any such other corporation; to aid in any manner any corporation whose shares, bonds or other obligations are held or in any manner guaranteed by the Corporation, and to do any other acts or things for the perservation, protection, improvement, or enhancement of the value of any such shares, bonds, or other obligations, or to do any acts or things designed for any such purpose; and, while owner of any such shares, bonds, or other obligations, to exercise all the rights, powers, and privileges or ownership thereof, and to exercise any and all voting power thereon.

14. Without in any manner limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to issue

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bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to create a security interest in or pledge any shares, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; to purchase, lease, own, and use lands for any purpose of the Corporation, and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which may now or hereafter be authorized by law.

15. To transact any and all lawful business for which corporations may be incorporated under Title 10 of the Code of Alabama of 1975, as the same may from time to time be amended, or any subsequent reenactment or recodification of the same, as the same may from time to time be amended, doing and performing all the acts and enjoying all the powers conferred upon corporations by the general laws of Alabama.

16. The provisions of this article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers therein specified shall in no wise be limited or restricted by reference to, or inference from, the terms of any provision of this or any other article hereof.

FOURTH: The stock of the corporation shall be of one class, namely common. The aggregate number of shares which the Corporation shall have the authority to issue is fifty thousand (50,000) with a per value of One Dollar (\$1.00) per share. The initial issue of stock in the corporation shall be in the number of one thousand (1,000) shares.

FIFTH: The provisions for the regulation of the internal affairs of the Corporation are:

1. Transfer of shares is restricted, as noted conspicuously on such shares, the effect of such restriction being that no sale of shares shall be made by any shareholder to any person who is not a shareholder of the Corporation except as follows:

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(a) In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the Corporation, he shall first submit to the shareholders of the Corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefor.

(b) In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares be sold to the shareholders of the Corporation in such proportionate amounts as their respective shareholders bear to all of the shares held by the shareholders of the Corporation, computed without regard to those shares being offered for sale.

(c) In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth.

(d) No shares shall be sold to any person other than the shareholders of the Corporation until each of the shareholders shall have been afforded the opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

(e) Notice in writing to the shareholders of the Corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price as hereinabove set forth. Shareholders shall have 30 days' time after the receipt of such notice within which to elect in writing to purchase such shares or to decline to do so.

2. Other provisions for the regulation of the internal affairs of the Corporation are to be set forth in the By-Laws of the Corporation.

SIXTH: The address of the initial registered office of the Corporation is 820 Creekview Drive, Pelham, Alabama 35124. The name of its registered agent at such address is Daryl Oakes.

SEVENTH: The initial Board of Directors shall consist of two directors. The number constituting the Board of Directors may from time to time be reduced to not less than one by the shareholders at any annual meeting of the shareholders or any duly called and held meeting of the shareholders. The number

constituting the Board of Directors may in like manner be increased to a number desired.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Daryl Oakes	820 Creekview Drive Pelham, Alabama 35124
Maurice Davis Alley III	817 Redwood Drive Maylene, Alabama 35114

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Daryl Oakes	820 Creekview Drive Pelham, Alabama 35124
Maurice Davis Alley III	817 Redwood Drive Maylene, Alabama 35114

Done this the 26 day of JAN., 1988.


DARYL OAKES


MAURICE DAVIS ALLEY III



STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name AquaLa Pro Dive Center, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of AquaLa Pro Dive Center, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the

application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 4, 1988 - expires 5-4-88
Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

AquaLa Pro Dive Center, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of AquaLa Pro Dive Center, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of AquaLa Pro Dive Center, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of February, 19 88

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

88 FEB -5 PM 12:40

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00

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