

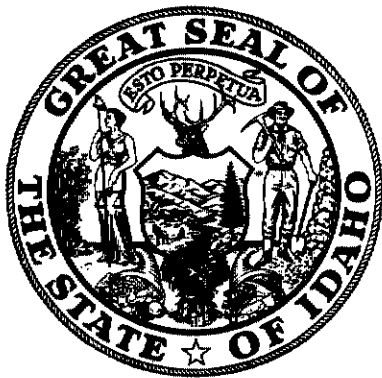
CERTIFICATE OF INCORPORATION  
OF

THE SCUBA DIVING COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 19, 1989



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
THE SCUBA DIVING COMPANY, INC.

JAN 19 1 00 PM '89  
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation shall be THE SCUBA DIVING COMPANY, INC.

SECOND: The period of its duration shall be perpetual.

THIRD: The corporation is organized for the purpose of the retail selling of scuba diving equipment and to provide scuba diving education and training and further for the purpose of engaging in all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares with a \$1 par value.

FIFTH: The transfer of the shares of the corporation are restricted and such restriction is specified in the bylaws of the corporation.

SIXTH: The address of the initial registered office of the corporation is 9558 Creede Street, Boise, Idaho 83704, and the name of its initial registered agent at such address is David W. Rucker.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two (2), the names and addresses of the persons who are incorporators and who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

David W. Rucker  
9558 Creede Street  
Boise, Idaho 83704

Barbara S. Rucker  
9558 Creede Street  
Boise, Idaho 83704

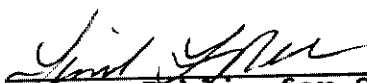
Dated this 19 day of January, 1989.

  
David W. Rucker

  
Barbara S. Rucker

STATE OF IDAHO       )  
                          :    ss.  
COUNTY OF ADA       )

I hereby certify that on this 19 day of January, 1989, personally appeared before me David W. Rucker, and Barbara S. Rucker, who, being by me first duly sworn, declared that they are the incorporators of The Scuba Diving Company, Inc., and that the statements therein contained are true to the best of their information and belief.

  
Notary Public for State of Idaho  
Residing at: Boise ID  
My commission expires: 6-23-92