

State of Idaho

Department of State

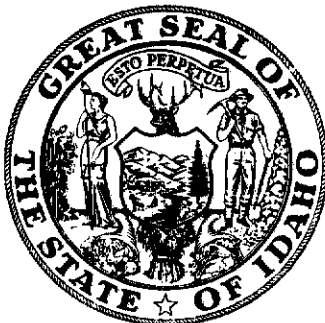
CERTIFICATE OF INCORPORATION OF

INLAND SCUBA, INC.
File number C 108492

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: December 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

RECEIVED
SEC. OF STATE
DEC 6 AM 8 27

ARTICLES OF INCORPORATION
OF
INLAND SCUBA, INC.

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

FIRST: That the name of the corporation is Inland Scuba, Inc.

SECOND: That the period of its duration is perpetual.

THIRD: That the purposes for which the corporation is organized are the transaction of any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the provision of scuba diving services and supplies.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of one class, without par value and with full preemptive rights under the Idaho Business Corporation Act.

FIFTH: That the address of the initial registered office of the corporation is 551 South Capital Avenue, Idaho Falls, ID 83402, and the name of its initial registered agent at such address is Keith Christensen.

SIXTH: That the shareholders of the corporation may, from time to time, distribute to themselves out of capital

RECEIVED
SEC. OF STATE
19941206 0900 46869 2
CK #: 12275 CUST# 1498

CORP

1@ 100.00= 100.00

the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the stockholder receiving the same concurrently with the distribution thereof.

SEVENTH: That the number of directors constituting the initial Board of Directors of the corporation is four (4), with a maximum of six (6) thereafter, and the name and address of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Keith Christensen	3665 Geneva Drive Ammon, ID 83406
Patricia Christensen	3665 Geneva Drive Ammon, ID 83406
John W. Denning	351 East 14th Street Idaho Falls, ID 83404
Randy W. Sayer	2178 Brookcliff Drive Idaho Falls, ID 83402

The Directors of the corporation shall not receive compensation for their services as Directors, unless so designated by a majority vote of Stockholders, excluding the vote of any Stockholder who is a Director being considered for such compensation.

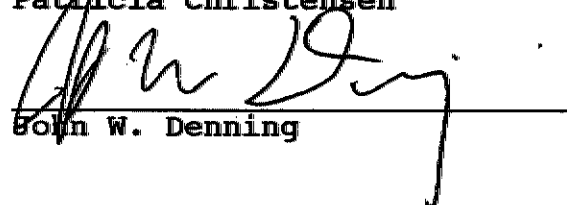
EIGHTH: That the names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Keith Christensen	3665 Geneva Drive Ammon, ID 83406
Patricia Christensen	3665 Geneva Drive Ammon, ID 83406
John W. Denning	351 East 14th Street Idaho Falls, ID 83404

DATED this 2nd day of December, 1994.


Keith Christensen


Patricia Christensen


John W. Denning

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 2 day of December, 1994, before me, the undersigned, a notary public in and for said state, personally appeared Keith Christensen and Patricia Christensen, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Barbara Hollekson
Notary Public for Idaho *Righty*
Residing at ~~Idaho Falls~~, ID
My commission expires: 6/5/97

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 2 day of December, 1994, before me, the undersigned, a notary public in and for said state, personally appeared John W. Denning, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Barbara Hollekson
Notary Public for Idaho *Righty*
Residing at ~~Idaho Falls~~, ID
My commission expires: 6/5/97

ST\1653\art.inc