

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

FOWLER DIVING, INC.

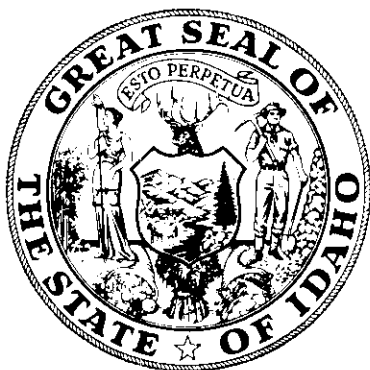
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FOWLER DIVING, INC.

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: **March 30, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
FOWLER DIVING, INC.

I, The undersigned, being a natural person of full age and a citizen of the United States, hereby incorporate myself under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is FOWLER DIVING, INC., and such corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

The purpose of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES.

1. To establish, organize, equip, own, operate, manage, control, maintain, carry on, and conduct a scuba diving school or scuba diving schools; to teach, train and instruct students in the various types, fields, and branches of scuba diving and related sports; to plan, devise, create and prescribe techniques, styles, modes and systems of scuba diving, scuba diving instruction and related training; to transport scuba diving students and scuba diving equipment and gear to wherever necessary to instruct and teach scuba diving; and to acquire by construction, purchase, exchange, or other means, and thereafter to own, lease, maintain, and carry on, and to sell, transfer, convey, or otherwise dispose of, scuba diving schools and other establishments suitable or proper for the operation and conduct of a school or schools devoted to teaching, training, and instruction in the various types, fields and branches of scuba diving and related sports.

2. To organize, operate and maintain a scuba diving business and service. Said business and service will hire scuba divers, contract for scuba diving work, which will include, but not be

1 limited to, commercial diving, search and rescue work, emergency
2 diving, and salvage work. Said business and service will also
3 offer sales and rental of scuba diving gear and related equipment.
4 Further, said business will also transport scuba divers and scuba
5 diving gear and related equipment to wherever necessary to conduct
6 this business and service.

7 3. To purchase, receive by way of gift, subscribe for,
8 invest in, and in all other ways acquire import, lease, possess,
9 maintain, handle on consignment, own, hold for investment or
10 otherwise, use, enjoy, exercise, operate, manage, conduct,
11 perform, make, borrow, guarantee, contract in respect of, trade
12 and deal in, sell, exchange, let, lend, export, mortgage, pledge,
13 deed in trust, hypothecate, encumber, transfer, assign and in all
14 other ways dispose of, design, develop, invent, improve, equip,
15 repair, alter, fabricate, assemble, build, construct, operate,
16 manufacture, plant, cultivate, produce, market, and in all other
17 ways (whether like or unlike any of the foregoing), deal in and
18 with property of every kind and character, real, personal, or
19 mixed, tangible or intangible, wherever situated and however held,
20 including, but not limited to money, credits, choses in action,
21 securities, stocks, bonds, warrants, script, certificates,
22 debentures, mortgages, notes, commercial paper, and other
23 obligations and evidences of interest in or indebtedness of any
24 person, firm, or corporation, foreign or domestic, or of any
25 government or subdivision or agency thereof, documents of title,
26 and accompanying rights, and every other kind and character of
27 personal property, real property (improved or unimproved), and the
28 products and avails thereto, including, but not limited to,
29 mineral, oil, gas, and water rights, all or any part of any going
30 business and its incidents, franchises, subsidies, charters,
31 concessions, grants, rights, powers, or privileges, granted or
32 conferred by any government or subdivision or agency thereof, and
33 any interest in or part of any of the foregoing, and to exercise
34 in respect thereof all of the rights, powers, privileges, and

1 immunities of individual owners or holders thereof.

2 4. To hire and employ agents, servants, and employees, and
3 to enter into agreements of employment and collective bargaining
4 agreements, and to act as agent, contractor, trustee, factor, or
5 otherwise, either alone or in company with others.

6 5. To promote or aid in any manner, financially or
7 otherwise, any person, firm, association, or corporation, and to
8 guarantee contracts and other obligations.

9 6. To let concessions to others to do any of the things that
10 this corporation is empowered to do, and to enter into, make
11 perform, and carry out, contracts and arrangements of every kind
12 and character with any person, firm, association, or corporation,
13 or any government or authority or subdivision or agency thereof.

14 7. To carry on any business whatsoever that this
15 corporation may deem proper or convenient in connection with any
16 of the foregoing purposes or otherwise, or that it may deem
17 calculated, directly or indirectly, to improve the interests of
18 this corporation, and to do all things specified in 30-1-13, and
19 to have and to exercise all powers conferred by the laws of the
20 State of Idaho on corporations formed under the laws pursuant to
21 which and under which this corporation is formed, as such laws are
22 now in effect or may at any time hereafter be amended, and to do
23 any and all things hereinabove set forth to the same extent and as
24 fully as natural persons might or could do, either alone or in
25 connection with other persons, firms, associations, or
26 corporations, and in any part of the world.

27 The foregoing statement of purposes shall be construed as a
28 statement of both purposes and powers, shall be liberally
29 construed in aid of the powers of this corporation, and the powers
30 and purposes of each clause shall, except where otherwise stated,
31 be in nowise limited or restricted by any term or provision of any
32 other clause, and shall be regarded not only as independent
33 purposes, but the purposes and powers stated shall be construed
34 distributively as each object expressed, and the enumeration as to

1 specific powers shall not be construed as to limit in any manner
2 the aforesaid general powers, but are in furtherance of, and in
3 addition to and not in limitation of said general powers.

4 SECTION 2. POWERS: This corporation shall have all of the
5 powers specified in the Idaho Business Corporation Act, Chapter 1,
6 Title 30, Idaho Code. As examples and not as limitations, this
7 corporation shall have the power to do the following:

8 1. To have and to exercise all powers now or hereafter
9 conferred by the laws of the State of Idaho upon corporations
10 organized pursuant to the laws under which the coporation is
11 organized and any and all acts amendatory thereof and supplemental
12 thereto.

13 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all
14 and everything necessary, suitable, or proper for the
15 accomplishment of any of the purposes, the attainment of any of
16 the objects, or the exercise of any of the powers herein set
17 forth, either alone or in conjunction with other corporations,
18 firms, or individuals, and either as principals or agents, and to
19 do every other act or acts, thing or things, incidental or
20 appurtenant to or growing out of or connected with the
21 above-mentioned objects, purposes, or powers.

22 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry
23 on its business or any branch thereof in any state or territory
24 of the United States or in any foreign country in conformity with
25 the laws of such state, territory, or foreign country, and to have
26 and maintain in any state, territory, or foreign country a
27 business office, plant, store, or other facility.

28 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
29 to manage, operate, and carry on any other business in connection
30 with the foregoing powers, and to have and exercise all the powers
31 conferred on similar (business or as the case may be) corporations
32 formed under the laws of the State of Idaho, and any amendments
33 thereto.

34 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The

1 corporation hereby formed shall have power to purchase, lease, or
2 otherwise acquire by bequest, devise, gift, or other means, and to
3 hold, own manage, or develop, and to mortgage, hypothecate, deed
4 in trust, sell, convey, exchange, option, subdivide, or otherwise
5 dispose of real and personal property of every class and
6 description and any estate or interest therein, as may be
7 necessary or convenient for the proper conduct of the affairs of
8 the corporation, without limitation as to amount or value, in any
9 of the states, districts, or territories of the United States, and
10 in any and all foreign countries, subject to the laws of any such
11 states, districts, territories, or countries.

12 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
13 lease, or otherwise acquire real property and any interest or
14 right therein, and to hold, own, operate, control, maintain,
15 manage, and develop such property and interests in any manner that
16 may be necessary, useful, or advantageous for the purposes of this
17 corporation.

18 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
19 construct, maintain, improve, rebuild, enlarge, alter, manage, and
20 control, directly or through ownership of stock in any
21 corporation, any and all kinds of buildings, houses, stores,
22 offices, shops, warehouses, factories, mills, machinery, and
23 plants, and any and all other structures and erections that may at
24 any time be necessary, useful, or advantageous for the purposes of
25 the corporation.

26 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
27 otherwise acquire, and to own and hold such personal property,
28 chattels, chattels real, rights, easements, privileges, choses in
29 action, notes, bonds, mortgages, and securities as may lawfully be
30 acquired and held by corporations under the laws of the State of
31 Idaho.

32 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
33 exchange, lease, and otherwise deal in and dispose of such real
34 and personal property, lands, buildings, chattels, chattels real,

1 rights, easements, privileges, choses in action, notes, bonds,
2 mortgages, and securities as may lawfully be acquired, held or
3 disposed of by the corporation under the laws of the State of
4 Idaho.

5 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
6 all or any part of the good will, rights, franchises, property,
7 and business of any person, firm, association, or corporation
8 engaged in any business similar to the business of this
9 corporation, and to pay for it in cash or in stock or obligations
10 of the corporation or otherwise, and to hold, utilize, enjoy, and
11 in any manner dispose of the whole or any part of the rights and
12 properties so acquired, and to assume in connection therewith any
13 liabilities of any such person, firm, association, or corporation,
14 and to conduct in a lawful manner the whole or any part of the
15 business thus acquired.

16 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
17 enter into and perform all manner and kinds of contracts,
18 agreements, and obligations, for any lawful purpose by or with any
19 person, firm, association, corporation, or governmental division
20 or subdivision.

21 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
22 CONTRACTS: To enter into, and to perform or cancel and rescind
23 contracts of underwriting of the securities of any corporation,
24 association, partnership, firm, trustee, syndicate, individual, or
25 governmental division or subdivision, domestic or foreign, or of
26 any combination, organization, or entity, domestic or foreign, and
27 to act as manager of any underwriting or purchasing or selling
28 syndicate.

29 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
30 financially or otherwise, corporations, firms, syndicates,
31 associations, individuals, and others and to give any guaranty in
32 connection therewith or otherwise for the payment of money or for
33 the performance of any other undertaking or obligation.

34 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:

1 From time to time to apply for, purchase, or acquire by
2 assignment, transfer, or otherwise, and to exercise, carry out,
3 and enjoy any license, power, authority, franchise, concession,
4 right or privilege that any government or authority, Federal,
5 State, or local, or any corporation or other legal entity may be
6 empowered to enact, make, or grant, and to pay for, aid in, and
7 contribute toward carrying it into effect and to appropriate any
8 of the company's stock, bonds, and assets to defray the necessary
9 costs, charges, and expenses thereof.

10 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
11 agreements and joint ventures with any person, firm, association,
12 or corporation engaged in carrying on any business in which the
13 corporation is authorized to engage, or in connection with
14 carrying out all or any of the purposes of this corporation.

15 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or
16 consolidate with, and to enter into agreements and cooperative
17 relations not in contravention of law with, any persons, firms,
18 associations, or corporations, governmental, municipal, or
19 otherwise, in connection with carrying out all or any of the
20 purposes of this corporation.

21 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
22 of principal of, or interest on, bonds, notes, or other evidences
23 of indebtedness or obligations, and to guarantee the performance
24 of any other contracts or other undertakings in which the
25 corporation may otherwise be or become interested, of any
26 corporation, association, partnership, firm, trustee, syndicate,
27 individual, or governmental division or subdivision, domestic or
28 foreign, insofar as may be permitted by law.

29 18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to
30 draw, make, accept, indorse, issue, sell, or otherwise deal
31 lawfully in promissory notes, bills of exchange, bonds,
32 debentures, or any other negotiable or transferable obligations or
33 instruments from time to time for any purpose of, or concerning
34 the business of, the corporation.

1 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
2 INDEBTEDNESS: To secure the payment of corporate indebtedness by
3 executing mortgages, deeds of trust, pledges, or similar
4 instruments with respect to all or any part of the property of
5 the corporation, whether now owned or to be acquired in the
6 future.

7 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To
8 issue both preferred and common stock, and accept payment of
9 subscriptions therefor and such installments, in such manner, on
10 such terms, in money or in property, real or personal, or both, as
11 shall be determined by the board of directors.

12 21. INVESTMENT IN SECURITIES: To acquire by purchase,
13 subscription, contract, or otherwise, and to hold for investment
14 or otherwise, to sell, discount or rediscount, exchange, mortgage,
15 pledge, or otherwise dispose of, and generally to deal in and with
16 all forms of securities including, but not by way of limitation,
17 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
18 choses in action of all kinds, both as principal and as agent, and
19 while the holder thereof, to exercise all the rights and
20 privileges of ownership the same as may be permitted to natural
21 persons, including the right to vote thereon.

22 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
23 to give credit to such persons and on such terms as may seem
24 expedient, and in particular to customers and others having
25 dealings with the corporation; and to guarantee or give security
26 for the loans of its customers; but, nothing contained herein
27 shall be construed to give this corporation banking powers.

28 23. SUPPORT OF CHARITIES: To support and subscribe to any
29 charitable or public institution, organization, or club that may
30 be for the benefit of the corporation or its employees or
31 stockholders, or may be connected with any city or place where the
32 corporation does business, or to organize such institutions,
33 organizations, or clubs, if it shall be deemed necessary.

34 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To

1 establish and maintain a fund to provide pensions for the benefit
2 of employees and their dependents, and to establish and contribute
3 to group life and health insurance plans for the benefit of
4 employees and their dependents.

5 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
6 any kind of profit-sharing plan with its officers or employees
7 that the corporation may deem advantageous or expedient, or
8 otherwise to reward or pay those persons who have been largely
9 responsible for a current year's profits and who will be primarily
10 responsible for the corporation's continued success, as the
11 directors may deem fit.

12 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
13 powers shall not be construed as limiting or restricting in any
14 manner the powers of this corporation which shall always have such
15 incidental powers as may be connected with or related to any
16 specific power herein enumerated.

17 ARTICLE III

18 STOCK

19 SECTION 1. Description and Classes of Shares. There shall
20 be one class of shares, all of which shall be common stock.

21 SECTION 2. Number of Shares. The aggregate number of shares
22 which this corporation shall have authority to issue is 1,000
23 shares, with a par value of \$5.00 per share, for an aggregate par
24 value of \$5,000.00.

25 SECTION 3. Voting Rights. Each share shall have equal
26 voting powers; each share entitling the holder to one vote.

27 SECTION 4. Nonassessable. No shares shall be issued until
28 the same are fully paid for, and when fully paid for, the same
29 shall be nonassessable. There shall be stated on each stock
30 certificate in print the following: "The shares represented by
31 this certificate are fully paid for and nonassessable."

32 SECTION 5. Stock Loss Taxation. In the case of an
33 individual, a loss of common stock issued by this corporation to
34 such individual or to a partnership which would be treated as a

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(208) 524-4002

1 loss from the sale or exchange or a capital asset shall, to the
2 extent provided in the Internal Revenue Code, Section 1244, be
3 treated as an ordinary loss.

4 ARTICLE IV

5 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

6 SECTION 1. Meetings of Shareholders and Directors. Meetings
7 of the shareholders and directors of this corporation may be held
8 within or without the State of Idaho at such place or places as
9 may from time to time be designated in the code of bylaws or by
10 resolution of the board of directors.

11 SECTION 2. Code of Bylaws. The initial code of bylaws of
12 this corporation shall be adopted by its shareholders. The power
13 to amend or repeal the bylaws or to adopt a new code of bylaws
14 shall be in the shareholders, but the affirmative vote of the
15 holders of three-fourths of the share outstanding shall be
16 necessary to exercise the power. The code of bylaws may contain
17 any provisions for the regulation and management of this
18 corporation which are consistent with the Idaho Business
19 Corporation Act and these Articles of Incorporation.
20 shall be in the shareholders, but the affirmative vote of the
21 holders of three-fourths of the share outstanding shall be
22 necessary to exercise the power. The code of bylaws may contain
23 any provisions of rth regulation and management of this
24 corporation which are consistent with the Idaho Bussiness
25 Corporation Act and these Articles of Incorporation.

26 ARTICLE V

27 REGISTERED OFFICE AND REGISTERED AGENT

28 The inital registered agent in the State of Idaho of this
29 corporation is:

30 Alfred Fowler
31 2706 Fieldstream
Idaho Falls, ID 83401

32 The initial registered office in the Sate of Idaho of this
33 corporation has the address as follows:

34 2706 Fieldstream
Idaho Falls ID 83401

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ARTICLE VI

The initial incorporator will constitute the initial Board of Directors, and shall serve as director until the first annual meeting of shareholders or until successors shall be elected and qualify.

INFORMATION ON THE INCORPORATORS

The name and post office address of the incorporator is as follows:

Alfred Fowler
2706 Fieldstream
Idaho Falls, ID 83401

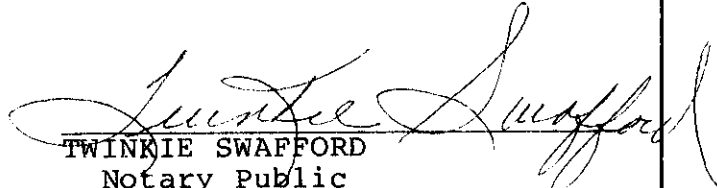
IN WITNESS WHEREOF, The undersigned, being the incorporator of this corporation, execute the Articles of Incorporation in duplicate and certifies to the truth of the facts therein stated.

Dated this 29 day of March, 1983.


ALFRED FOWLER

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that on this 29th day of March, 1983, before me personally appeared ALFRED FOWLER, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same, and swore to the truths therein.


TWINKIE SWAFFORD
Notary Public
Idaho Falls ID 83401