

**CORPORATE
ACCESS,
INC.**

80000024616

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1.) Aqua Clear Aquatics, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
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T. SMITH MAR 09 2000

ARTICLES OF INCORPORATION
OF
AQUA CLEAR AQUATICS, INC.

03/08/00

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is AQUA CLEAR AQUATICS, INC. and the address of the principal office and mailing address of the corporation is at 4549 St. Augustine Road, #21, Jacksonville Florida 32207.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Steven E. Brust, Esquire.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation is or are:

<u>Name</u>	<u>Street Address</u>
Nikolin Lari	4549 St. Augustine Road, #21 Jacksonville, Florida 32207

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

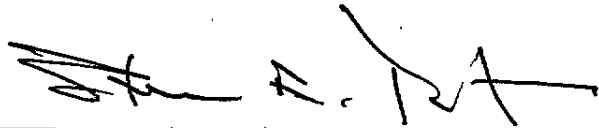
Steven E. Brust
Baumer, Bradford & Walters, P.A.
50 North Laura Street, Suite 2200
Jacksonville, Florida 32202

Article IX

Amendment

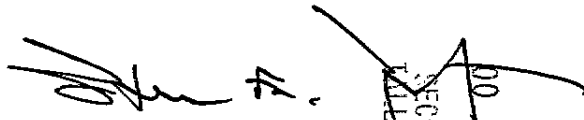
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of March, 2000.



Steven E. Brust
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.



Steven E. Brust

Dated: March 8, 2000

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