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LAZARUS CORPORATE FILING SERVICE

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(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

600003499166--5

-12/13/00--01026--003

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AQUA APPAREL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

RECEIVED
 00 DEC 13 AM 8 28
 DIVISION OF CORPORATION

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 00 DEC 13 AM 9:29
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

12/13

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

AQUA APPAREL, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issued is 1000. Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One Thousand Dollars (\$1000.00).

One Thousand Hundred shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

2267 N.E. 164th St
North Miami Beach, FL 33160

The initial Register Agent at such address is:

Abraham Cohen

ARTICLE VIII

The number of Directors constituting the initial Board of Director of the corporation is Three(3) . The name and address of this person(s) who are to serve as members of the initial Board of Directors are:

Abraham Cohen	2267 N.E. 164th St. North Miami Beach, FL 33160
Clifford Stein	425 E 10th Ct Hialeah, FL 33010
Nathan Merwitz	2267 N.E. 164th St. North Miami Beach, FL 33160

ARTICLE IX


The names and addresses of each Incorporator of these Articles of Incorporation is/are as follows:

Gepetto, Inc.	425 E 10th Ct	50%
	Hialeah, FL 33010	
Abraham Cohen	2267 N.E. 164 St	25%
	North Miami Beach, FL 33160	
Nathan Merwitz	2267 N.E. 164 St	25%
	North Miami Beach, FL 33160	

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Dade County, Florida this 7th day of December, 2000.


_____ (SEAL)

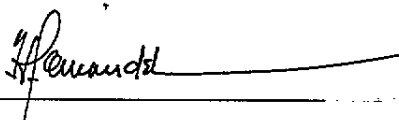
Abraham Cohen

STATE OF FLORIDA

COUNTY OF DADE

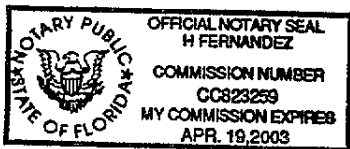
BEFORE ME, the undersigned authority, personally appeared Abraham Cohen, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 7th day of December, 2000.



Notary Public


My commission expires: _____



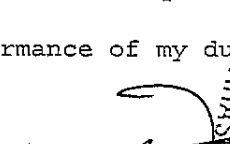
Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that AQUA APPAREL, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2267 N.E. 164th Street, North Miami Beach, FL 33160, has named Abraham Cohen, of 2267 N.E. 164th Street, North Miami Beach, FL 33160, as its agent to accept service of process within Florida.

SIGNATURE 
TITLE PRESIDENT
DATE 12/7/00

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE 
DATE 12/7/00

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TALLAHASSEE FLORIDA