

ACCOUNT NO. : 072100000032

REFERENCE: 006856 7250298

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: February 14, 2001

ORDER TIME : 9:18 AM

COMPANY

ORDER NO. : 006856-010

CUSTOMER NO: 7250298

CUSTOMER: Irwin S. Gars, Esq

Irwin S. Gars, Esquire

3225 Aviation Avenue

Suite 700

Miami, FL 33133

DOMESTIC FILING

NAME: ON THE WATERWAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

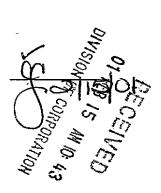
XX CERTIFIED COPY
PLAIN STAMPED COPY

_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133 EXAMINER'S INITIALS:

2001 FEB IS PM 1: 1 SECRETARY OF STAT

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ARTICLES OF INCORPORATION

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OF

2001 FEB 15 PM 1:42

ON THE WATERWAY, INC.

SECRETARY OF STATE TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

On The WATERWAY, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows: Peter Cohen, 5101 Collins Avenue, Apartment #11-T, Miami Beach, Miami-Dade County, Florida 33140.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The name(s) and address(es) of the party/parties which is/are to serve as Director(s) until the next election is/are as follows:

Peter Cohen 5101 Collins Avenue, Apt. #11-T, Miami Beach, FL 33140

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Peter Cohen, President/Secretary 5101 Collins Avenue, Apt. #11-T, Miami Beach, FL 33140

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 7930 Tatum Waterway, Miami Beach, Miami-Dade County, Florida 33141-1929.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial Registered Agent of this corporation is Peter Cohen, 5101 Collins Avenue, Apt. #11-T, Miami Beach, Miami-Dade County, Florida 33140.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of February, 2001.

PETÉR COHEN, SUBSCRIBE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE}

ss: 261-98-2538

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter Cohen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of February, 2001.

My Commission Expires:

JBLIC, STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: February 9, 2001

PETER COHEN, as REGISTERED AGENT

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