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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : RITTER, RITTER & ZARETSKY
Account Number : I20010000015
Phone : (305)372-0933
Fax Number : (305)372-0836

02 APR - 1 AM 8:15

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

ELEUTHERA WATERWAY'S CORP.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

ARTICLES OF INCORPORATION
OF
ELEUTHERA WATERWAY'S CORP.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **ELEUTHERA WATERWAY'S CORP.**

The principal place of business of this corporation shall be at 1022 NE TERRACE, NORTH MIAMI, FL 33179.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15TH STREET, SUITE 100, MIAMI FL 33132 and the name of the initial registered agent of the corporation at that address is LOUIS D. ZARETSKY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

LAVERNE LOREEN KAPLAN-BOWLES, P, S, D
1022 NE 209 TERRACE, NORTH MIAMI, FL 33179


ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LOUIS D. ZARETSKY
555 NE 15TH STREET, SUITE 100, MIAMI FL 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

29 day of March 2002.



Louis D. Zaretsky

STATE OF FLORIDA

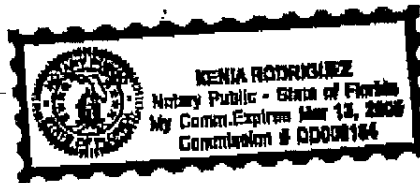
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29th day of March 2002, by Louis D. Zaretsky who produced personally known as identification. Said person did not take an oath.



Notary Public, State of Florida at Large

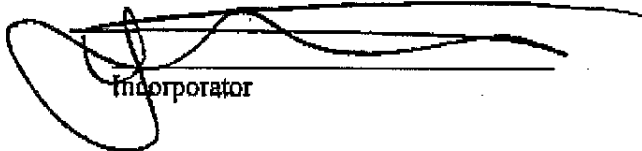
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

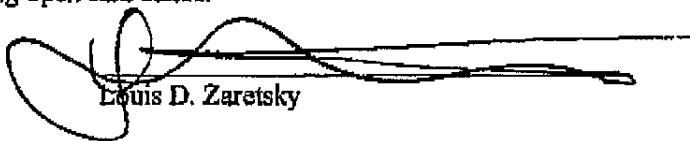
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

ELEUTHERA WATERWAY'S CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named Louis D. Zaretsky located at, 555 NE 15TH STREET, SUITE 100, MIAMI FL 33132 as its agent to accept service of process within this State.


Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Louis D. Zaretsky

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