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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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2002 OCT 28 AM 8:42
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

aqua system usa, inc.

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ARTICLES OF INCORPORATION

OF

AQUA SYSTEM USA, INC.

(5)

CLERK OF STATE
TALLAHASSEE, FLORIDA

2002 OCT 28 AM 8:42

FILED

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is AQUA SYSTEM USA, INC.

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

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

ARTICLE IV

The address of the principal office of the Corporation is 20671 NW 26 Ave., Boca Raton, Florida 33434.

ARTICLE V

The initial mailing address of this corporation shall be: 20671 NW 26 Ave., Boca Raton, Florida 33434.

This instrument prepared by:
Lisette P. Salazar, Esq.
Florida Bar No. 0977410
240 Grandon Blvd., Suite 266
Key Biscayne, Florida 33149

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ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

Carlos Saldon
20671 NW 26 Ave.
Boca Raton, Florida 33434

Rolando Medina Jr.
106 NW 94 Way
Coral Springs, Fl. 33071

ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is Lisette Salazar, Esq., 240 Crandon Blvd. #266, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Lisette Salazar.

ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

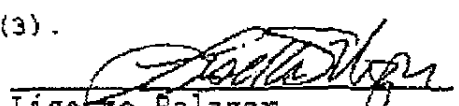
Lisette Salazar
240 Crandon Blvd. #266
Key Biscayne, Fl. 33149

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 2002.


Lisette Salazar

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AQUA SYSTEM USA, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Lisette Salazar

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

95.

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The foregoing instrument was acknowledged before me this 18th day of October, 2002 by Lisette Salazar, who is personally known to me ✓ or who has produced _____ as identification.

My Commission Expires:

Notary Public, State of Florida



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