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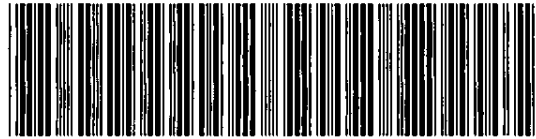
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TALLAHASSEE, FLORIDA

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JAMES M. MORAN, P.A.
ATTORNEY AT LAW
THE FINANCIAL CENTER
7370 COLLEGE PARKWAY, SUITE 201
FORT MYERS, FLORIDA 33907
(239) 277-9000 FAX (239) 277-9100

January 18, 2008

Filing
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: BLUEWATER AUDIO, INC.
Articles of Incorporation

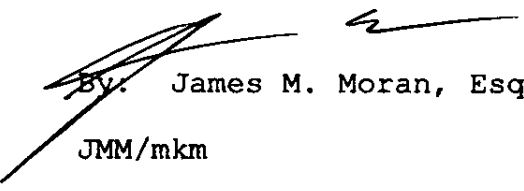
Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for the above referenced corporation along with a check for \$122.50 for the filing fee.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

James M. Moran, P. A.



By: James M. Moran, Esquire

JMM/mkm

**ARTICLES OF INCORPORATION OF
BLUEWATER AUDIO, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is: Bluewater Audio, Inc., Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

To engage in all lawful business permitted in the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE FIVE
CAPITAL STRUCTURE**

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to:

1). Natural persons, 2). (Estates), or 3). (A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation"). In addition, no stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

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08 JAN 22 AM 9:11
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TALLAHASSEE, FLORIDA

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BLUEWATER AUDIO, INC.
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The street address of the initial registered office of the corporation is 2630 Hickey Creek Road, Alva, Florida, 33920, and the name of its initial registered agent and their address, is Paul Barr, 2630 Hickey Creek Road, Alva, Florida 33920.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name, title and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Paul Barr Chairwoman of the Board	2630 Hickey Creek Road Alva, Florida 33920

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Paul Barr	2630 Hickey Creek Road Alva, Florida 33920

ARTICLE NINE
OFFICER

The sole officer of the corporation shall be a President. The initial officer of the corporation shall be:

NAME	ADDRESS
Paul Barr President	2630 Hickey Creek Road Alva, Florida 33920

ARTICLE TEN
AMENDMENT

The stockholders of the corporation upon majority voted shall have the power to adopt, amend or repeal the bylaws or the articles

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BLUEWATER AUDIO, INC.
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of the corporation. The changes made to said incorporation shall be the exclusive province of the shareholders.

ARTICLE TEN
PRINCIPAL OFFICE.

The address of the initial principal office of the corporation in this State is 2630 Hickey Creek Road, Alva, Florida 33920. The principal office and registered office are at the same address.

Executed by Paul Barr, Incorporator at Fort Myers, Florida on the 18th day of JANUARY, 2008.

Paul Barr
Paul Barr

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, Paul Barr, 2630 Hickey Creek Road, Alva, Florida, 33920, and hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for BLUEWATER AUDIO, INC., and certifies that the address listed above is a true and correct address for this registered agent.

Paul Barr
Paul Barr

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 18th day of JANUARY, 2008, by Paul Barr, and

X he/she is personally known to me, OR

_____ has produced _____ as identification, and

Mary K. Moran
Notary Public
Commission Number:



MARY K. MORAN
MY COMMISSION # DD 475662
EXPIRES: January 26, 2010
Bonded thru Budget Notary Services