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TALLAHASSEE, FLORIDA

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JAMES G. BAALMANN, JR.
* ALSO ADMITTED TO THE ILLINOIS BAR
** ALSO ADMITTED TO THE ILLINOIS BAR &
IOWA BAR

January 26, 2005

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: File Name: DeClue Aquatic DeSign, Inc.
Our File Number: 7438-0204

Dear Sir/Madam:

Enclosed please find, in duplicate, the Application by Foreign Corporation for Authorization to Transact Business in Florida for DeClue Aquatic DeSign, Inc. Also enclosed is a check in the amount of \$70.00 for the filing fee.

Please return the file-stamped documents to this office in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,



JUSTINE S. LANCIAULT
Paralegal

Enclosures
direct dial: (314) 889-7136
e-mail: jlanciault@dmfirm.com
doc: 137591.wpd

cc: Dale R. DeClue

2005 JAN 31 10 00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DeClue Aquatic DeSign, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Justine Lanciault
(Name of Person)

Danna McKitrick, P.C.
(Firm/Company)

150 N. Meramec, 4th Floor
(Address)

St. Louis, Missouri 63105
(City/State and Zip code)

For further information concerning this matter, please call:

Justine Lanciault at 314-889-7136
(Name of Person) (Area Code & Daytime Telephone Number)

2005 JAN 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. DeClue Aquatic DeSign, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Missouri

(State or country under the law of which it is incorporated)

3. 02-0723200

(FEI number, if applicable)

4. May 20, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4808 Oakbrier, St. Louis, Missouri 63128

(Principal office address)

4808 Oakbrier, St. Louis, Missouri 63128

(Current mailing address)

8. To engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 S. Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SEE ATTACHED

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

2005 JAN 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dale R. DeClue

Address: 4808 Oakbrier

St. Louis, Missouri 63128

Director: _____

Address: _____

B. OFFICERS

President: Dale R. DeClue

Address: 4808 Oakbrier

St. Louis, Missouri 63128

Vice President: _____

Address: _____

Secretary: Dale R. DeClue

Address: 4808 Oakbrier, St. Louis, Missouri 63128

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Dale R. DeClue 1/12/05
(Signature of Director or Officer listed in number 12 of the application)

14. Dale R. DeClue, President
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

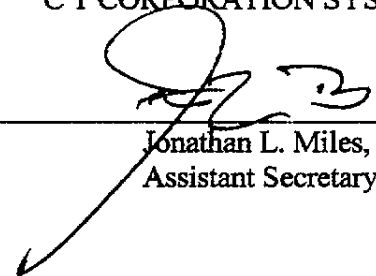
RE: DeClue Aquatic DeSign, Inc.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 11, 2005

C T CORPORATION SYSTEM

By _____


Jonathan L. Miles,
Assistant Secretary

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2005 JAN 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING


2005 JAN 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

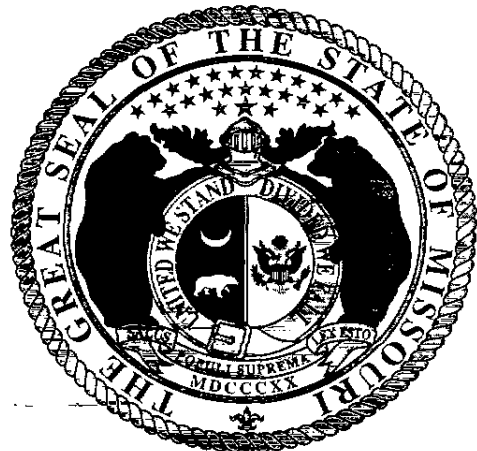
I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

DECLUE AQUATIC DESIGN, INC.
00588637

was created under the laws of this State on the 20th day of May, 2004, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of January, 2005


Secretary of State



Certification Number: 7309939-1 Reference:

Verify this certificate online at <http://www.sos.mo.gov/certification>