

January 6, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32304

RECEIVED - FEB 1 1995
DIVISION OF CORPORATIONS
***** 20,000 *****

RE: Aquaviva, Incorporated
9411222453618

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

W95-960

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal
Corporate Office Representative

953/21
95 MAR 21 PM 3:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

enc.

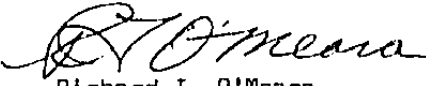
Ala. Inc. (ref. #)
w/ Doc #
K71836

RESOLUTION BY BOARD OF DIRECTORS

I, the undersigned Richard I. O'Meara, do
certify that this Resolution by Board of Directors
of Aquavision, Inc., a corporation duly organized and
existing under the laws of the State of Delaware,
was duly adopted on 7 March, 1995.

Resolved, that Aquavision, Inc. organized and
existing in the State of Delaware, hereby
adopts the name Aquavision of Delaware, Inc. for
use in Florida.

Dated: 7 March, 1995


Richard I. O'Meara
Signature of at least one Director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. NEW YORK, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELLWARE 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 22, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. JANUARY 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 305-4, 23 Oscar Hill Road
Tarpon Springs, Florida 34689
(Current mailing address)

8. Wholesale manufacturing, marketing and any lawful act or activity for which
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) corporations may be organized.

9. Name and street address of Florida registered agent:

Name: Larry Wolfe

Office Address: 200 A John Knox Rd.

Tallahassee, Florida, 32314-6643
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carlos A. de Carvalho
Address: 1915 Schlotter Circle #18
Holiday, Florida 34661
Vice Chairman: Larry Vincent
Address: 4042 Pinhaven Road
New Port Richey, Florida 34653
Director: Richard I. O'Meara
Address: 15114 Garby Avenue
Tampa, Florida 33625
Director: Thomas Walsh
Address: 1008 Peninsula Road
Jaroon Springs, Florida 34689

B. OFFICERS

President: Carlos A. de Carvalho
Address: 1915 Schlotter Circle #18
Holiday, Florida 34661
Vice President: Larry Vincent
Address: 4042 Pinhaven Road
New Port Richey, Florida 34653
Secretary: Thomas Walsh
Address: 1008 Peninsula Road
Jaroon Springs, Florida 34689
Treasurer: Richard I. O'Meara
Address: 15114 Garby Avenue
Tampa, Florida 33625

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carlos A. de Carvalho, Chairman of the board & President
(Typed or printed name and capacity of person signing application)

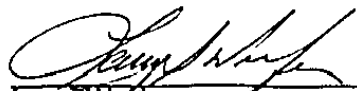
SECRETARY
JAN 21 1968
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Aquavision Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Tarpon Springs, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, 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.


Larry Wolfe

12/26/94

Date

95 MAR 21 PM 3:05
SECRET
DIVISION

State of Delaware
Office of the Secretary of State



Edward J. Friel

Edward J. Friel, Secretary of State

AUTHENTICATION

DATE

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
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