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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**Prolift, Inc.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 13, 2000

ROSILLO & ASSOCIATES, P.A.

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SUBJECT: PROLIFT UNDERWATER FLOTATION, INC.
REF: W00000009552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION
OF
Underwater Flotation, Inc.

EFFECTIVE DATE

4-13-00

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be Underwater Flotation, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution of these articles.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

1176 US Highway 90 West
DeFuniak Springs, FL 32433

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ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is

1176 US Highway 90 West
Defuniak Springs, FL 32433

and the name of the initial registered agent at that address is:

Lynden Cox

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is: Lynden Cox, 1176 US Highway 90 West, Defuniak Springs, FL 32433.

ARTICLE IX - INCORPORATOR

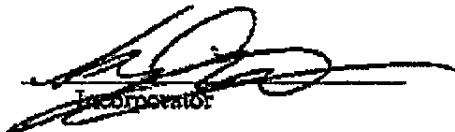
The name and address of the person signing these articles of incorporation is:

Lynden Cox
1176 US Highway 90 West
Defuniak Springs 32433, FL

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness hereof, the undersigned subscriber has executed these articles of incorporation on this
13 day of APRIL 2000.


Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that Underwater Flotation, Inc., desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named Lynden Cox, as its agent to accept service of process within this state, whose address is:

1176 US Highway 90 West
Defuniak Springs, FL 32433

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


Lynden Cox

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