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May 9, 2000

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Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: AQUASCAPE IMPORTS, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$35.00
Certificate of Resident Agent	<u>35.00</u>
Total	\$70.00

Please return a copy of the Articles after filing. Thank you for your cooperation in this matter.

Very truly yours,

Lawrence G. Miceli

Lawrence G. Miceli

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LGM/pj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

AQUASCAPE IMPORTS, INC.

and the principal office of the Corporation shall be:

466 West State Road 434, Unit #100
Longwood, FL 32750

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV
PREEMPTIVE RIGHTS

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

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TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: John Vandemark
INITIAL REGISTERED OFFICE: 466 West State Road 434, Unit #100
Longwood, FL 32750

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) 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 (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
John Vandemark	466 West State 434, Unit #100 Longwood, FL 32750

ARTICLE VII
INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
John Vandemark	466 West State 434, Unit #100 Longwood, FL 32750

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX
COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 5th day of May, 2000.


JOHN VANDEMARK
Incorporator

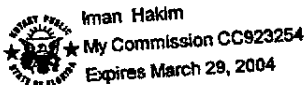
STATE OF FLORIDA)
COUNTY OF Seminole)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN VANDEMARK known to me or who did produce E.D.L. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5th day of MAY, 2000.



NOTARY PUBLIC



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

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

INSURANCE STOP OF FLORIDA, desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Longwood, County of Seminole, State of Florida, has named JOHN VANDEMARK, located at 466 West State 434, Unit #100, Longwood, FL 32750, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

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 said office.

BY: John Vandemark
JOHN VANDEMARK
Resident Agent

FILED
00 MAY 11 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA