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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/14/00--01068--005
*****78.75 *****78.75

Subject LiquidWorks Inc.

Enclosed is an original and one (2) copy of the articles of incorporation and a check for

\$78.75
Filing Fee
& Certified Copy

\$122.50
Filing Fee
& Certified Copy
(ADD'L COPY REQ'D)

\$131.25
Filing Fee,
Certified Copy
& Certificate
(ADD'L COPY REQ'D)

FROM:	Ana Beatriz Higgins
	29395 Agoura Road, Suite 204
	Agoura Hills, California 91301

FILED
00 JUL 14 AM 9:05
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles. Provide TWO copies if you have requested a certified copy as designated in the boxes above.

ARTICLES OF INCORPORATION
OF
LiquidWorks Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: LiquidWorks Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1273 Chenille Circle
Weston, Florida 33327

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,500 shares at \$1.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Douglas S. Goldstein
1273 Chenille Circle
Weston, Florida 33327

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Ana Beatriz Higgins
29395 Agoura Road, Suite 204
Agoura Hills, California 91301

Ana Beatriz Higgins
Ana Beatriz Higgins, Incorporator

July 5th, 2000.
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Douglas S. Goldstein
Douglas S. Goldstein, Registered Agent

7/12/2000
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL 14 AM 9:05
FILED