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AUGUST 14, 2000

FILED
00 AUG 17 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-08/17/00--01032--012
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND OF ARTICLES OF INCORPORATION
AND FILING FEES. AFTER THESE ARE REGISTERED WITH THE STATE
WOULD YOU PLEASE FORWARD THE LETTER OF ACCEPTANCE TO THE
FOLLOWING ADDRESS. PLEASE ALSO FORWARD THE FICTITIOUS
NAME APPLICATION TO THAT DEPARTMENT A SEPARATE CHECK IS
ENCLOSED.

SINCERELY,

Vicki Vigna

VICKI VIGNA
6990 - 82ND AVENUE N
PINELLAS PARK, FL. 33781
PHONE (727) 546-3797

Rh 8/23/00

ARTICLES OF INCORPORATION
OF
BAY AQUATIC SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Bay Aquatic Systems, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The nature of the business and the objectives and purposes proposed to be transacted, promoted, and carried on, are to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares at \$1.00 per share par value common.

ARTICLE FIVE

The street address of the initial registered and principal office of the corporation is 4033 40th Avenue N., St. Petersburg, Fl. 33714. The initial registered agent is Paul Garrett.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the persons who are to serve as a member of the initial board of directors is:

Name	Address
Paul Garrett	4033 40th Avenue N. St. Petersburg, Fl. 33714

ARTICLE SEVEN

The name and street address of the incorporator to these Articles of Incorporation is Paul Garrett, located at 4033 40th Avenue N., St. Petersburg, Fl. 33714.

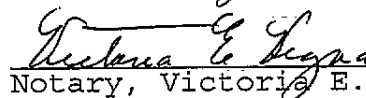
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 14 day, of August 2000.


Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of Aug, 2000, by Paul Garrett.


Notary, Victoria E. Vigna

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act.:

That Bay Aquatic Systems, Inc., desiring to organize
under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation
in the City of St. Petersburg, State of Florida, has named
Paul Garrett, located at 4033 40th Avenue N.,
City of St. Petersburg, County of Pinellas, State of Florida,
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
stated Corporation, at 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.

By:



Registered Agent