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Orlando, FL 32803
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August 25, 2000

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

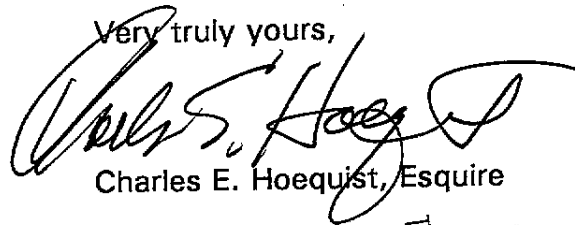
EFFECTIVE DATE

10-01-00

Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation for Sheffield Aqua Culture, Inc.
Also enclosed, please find my check in the amount of \$78.75 for the filing fee for this
matter. If you have any questions, please contact me.

Very truly yours,


Charles E. Hoequist, Esquire

CEH:kab
Enclosures

FILED
00 AUG 28 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
SHEFFIELD AQUA CULTURE, INC.**

FILED
00 AUG 28 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE
10-01-00

ARTICLE I

The name of the corporation ("Corporation") is Sheffield Aqua Culture, Inc.

ARTICLE II

The existence of the corporation shall begin on October 1, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 3101 Maguire Boulevard, Suite 101, Orlando, FL 32803.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's office is 3101 Maguire Boulevard, Orlando, FL 32803. The initial registered agent for the Corporation at that address is Charles E. Hoequist, 3101 Maguire Blvd., Suite 101, Orlando, FL 32803.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
President - Charles E. Hoequist	3101 Maguire Boulevard, Suite 101 Orlando, FL 32803
Secretary/Treasurer - Khristie A. Blankenship	3101 Maguire Boulevard, Suite 101 Orlando, FL 32803

ARTICLE VII

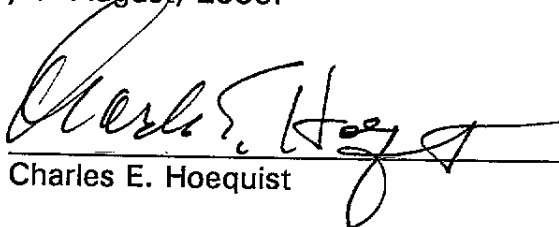
The names and street addresses of the persons signing these Articles of Incorporation are:

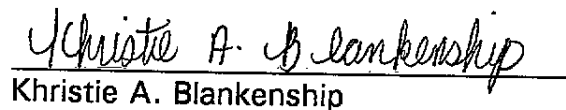
Name	Address
Charles E. Hoequist	3101 Maguire Blvd., Suite 101 Orlando, FL 32803
Khristie A. Blankenship	3101 Maguire Blvd., Suite 101 Orlando, FL 32803

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

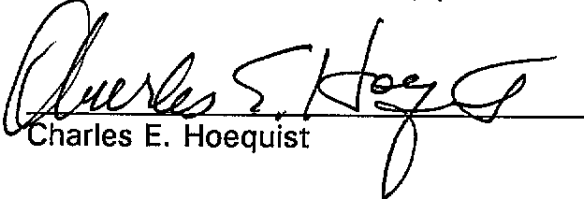
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of August, 2000.


Charles E. Hoequist


Khristie A. Blankenship

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sheffield Leisure, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Charles E. Hoequist

FILE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA