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PATRICIA D. GRAF
628 MICHIGAN BLVD.
DUNEDIN, FL 34698
(727) 733-5731

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation for
Clearwater Capital Corp.

Dear Sir or Madam:

Enclosed are two (2) original signed copies of the Articles of Incorporation and Designation of Registered Agent for Clearwater Capital Corp., which we are asking that you file as soon as possible.

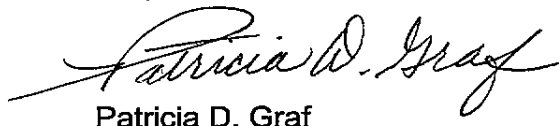
Also enclosed is a check in the amount of \$78.75 in payment of the fees as follows:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy of Articles of Incorporation	<u>\$ 8.75</u>
	\$78.75.

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Please forward the Certified Copy of the filed Articles of Incorporation to me at the address shown above.

Very truly yours,


Patricia D. Graf

Enclosures

FILED
00 SEP 25 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN SEP 27 2000

ARTICLES OF INCORPORATION
OF
CLEARWATER CAPITAL CORP.

FILED
00 SEP 25 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the Laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

CLEARWATER CAPITAL CORP.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:
901 Chestnut Street, Suite B, Clearwater, Florida 33756.

ARTICLE III – Duration

This corporation shall have perpetual existence.

ARTICLE IV – Purpose

This corporation may engage in or transact any and all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE V - Capital Stock

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock at \$.01 par value per share.

The holders of common stock shall be entitled to one (1) vote for each share held at all meetings of the stockholders of the corporation, and such shares shall be fully paid and non-assessable.

ARTICLE VI - Initial Registered Agent and Registered Office

The name of the initial registered agent of this corporation is Ralph V. Frasca, Jr., and the street address of the initial registered office of this corporation is 3898 Wellington Parkway, Palm Harbor, FL 34685.

ARTICLE VII – Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Names</u>	<u>Addresses</u>
Ralph V. Frasca, Jr.	3898 Wellington Parkway Palm Harbor, FL 34685
Donald G. Huggins, Jr.	901 Chestnut Street Suite B Clearwater, FL 33756

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Ralph V. Frasca, Jr.	3898 Wellington Parkway Palm Harbor, FL 34685

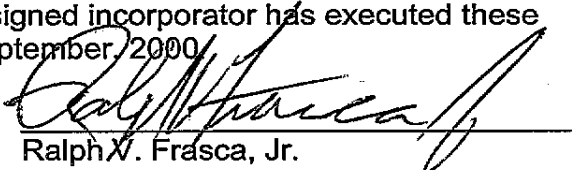
ARTICLE IX - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 22nd day of September, 2000.


Ralph V. Frasca, Jr.

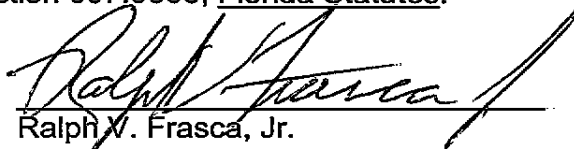
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

FILED
00 SEP 25 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, CLEARWATER CAPITAL CORP. desiring to organize under the laws of the State of Florida, designates RALPH V. FRASCA, JR., 3898 WELLINGTON PARKWAY, PALM HARBOR, FL 34685, as its Registered Agent and Registered Office in the State of Florida.

ACCEPTANCE OF DESIGNATION

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 pursuant to Section 607.0505, Florida Statutes.


Ralph V. Frasca, Jr.

DATE: September 22, 2000