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Joseph A. Murphy, III

Attorney & Counselor  
516 Camden Avenue  
Stuart, Florida 34994

(561) 223-8600

Fax (561) 283-2419

300003424693-1

10/13/00-01074-027  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

October 11, 2000

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

FILED  
00 OCT 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

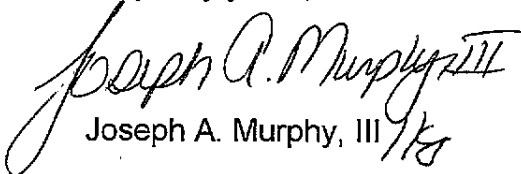
Re: Incorporation  
CITADEL AQUATICS, INC.

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for CITADEL AQUATICS, INC.. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,

  
Joseph A. Murphy, III

JAM/ks  
encl.

10-17  
WC ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**CITADEL AQUATICS, INC.**

FILED  
00 OCT 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE ONE**

The name of the corporation is **CITADEL AQUATICS, INC..**

**ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

4797 SE Salvatori Road  
Stuart, FL 34997

**ARTICLE THREE**

The name of the registered agent at the above address is:

Michael Tatalovich  
4797 SE Salvatori Road  
Stuart, FL 34997

**ARTICLE FOUR**

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

**ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

**ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

## **ARTICLE SEVEN**

The business is a general assembling of bromine generators.

## **ARTICLE EIGHT**

The corporation shall initially have two directors, which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be more than three. The initial director shall be:

Michael Tatalovich  
4797 SE Salvatori Road  
Stuart, FL 34997

Norma Tatalovich  
4797 SE Salvatori Road  
Stuart, FL 34997

## **ARTICLE NINE**

The name and address of the individual who is the incorporator:

Michael Tatalovich  
4797 SE Salvatori Road  
Stuart, FL 34997

## **ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

|                |                    |
|----------------|--------------------|
| President      | Michael Tatalovich |
| Vice-President | Norma Tatalovich   |
| Secretary      | Norma Tatalovich   |
| Treasurer      | Michael Tatalovich |

## **ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

| <u>SUBSCRIBER</u>  | <u>ADDRESS</u>                             | <u>SHARES</u> | <u>CONSIDERATION</u> |
|--------------------|--|---------------|----------------------|
| Michael Tatalovich | 4797 SE Salvatori Road<br>Stuart, FL 34997 | 250           | \$250.00             |
| Norma Tatalovich   | 4797 SE Salvatori Road<br>Stuart, FL 34997 | 250           | \$250.00             |

## ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

## ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

## ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

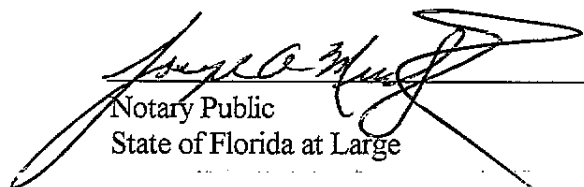
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9<sup>th</sup> day of October 2000.

  
MICHAEL TATALOVICH

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **MICHAEL TATALOVICH** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified himself by Florida Drivers License # FL D.L. # T-341-556-46-138-0, he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 9<sup>th</sup> day of October 2000.

  
Notary Public  
State of Florida at Large

My commission expires: ---

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That CITADEL AQUATICS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Stuart, County of Martin, State of Florida has named MICHAEL TATALOVICH, 4797 SE SALVATORI ROAD, STUART, FLORIDA 34997 being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

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 provision of said Act relative to keeping open said office.

By: Michael Tatalovich  
**MICHAEL TATALOVICH**  
Registered Agent

Date: 9 OCT 00

FILED  
00 OCT 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA