

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

GAGUS WATER BICYCLE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2001

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ARTICLES OF INCORPORATION

OF

GAGUS WATER BICYCLE, INC

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: **GAGUS WATER BICYCLE, INC**

ARTICLE II

Corporate existence is perpetual.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue 100 shares all in one class, \$1.00 par value.

ARTICLE V

The initial principal address of the corporation in the State of Florida shall be **459 Poinciana Island Drive Unit 1515 , North Miami Beach 33160**

The Board of Directors may from time to time move their principal offices to any address within the State of Florida. The registered agent is: **Gustavo Arango**

Address: **459 Poinciana Island Drive Unit 1515 , North Miami Beach 33160**

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ARTICLE VI

The number of directors constituting its initial Board of Directors are THREE (3) whose names and addresses are:

NAME/ADDRESS**Gustavo Arango, President**

459 Poinciana Island Drive Unit 1515
North Miami Beach 33160

Gabriel Posada, Vice President

459 Poinciana Island Drive. Unit 1515
North Miami Beach 33160

Oscar Mauricio Olarte, Secretary

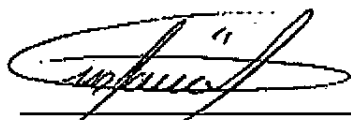
459 Poinciana Island Drive Unit 1515
North Miami Beach 33160

ARTICLE VII

The stock of the corporation may be issued pursuant to the provisions under *1244 of Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 22nd day of January, 2001

Gustavo Arango, (President)



Signature of Incorporator

Gustavo Arango
Typed Name of Incorporator Signing

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ARTICLE IX

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and have conditions that shall be fixed by the Board of Directors as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ration of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is GAGUS WATER BI-CYCLE, Inc.

The name and address of the registered agent is: Gustavo Arango, 459 Poinciana Island Drive Unit 1515, North Miami Beach 33160

SIGNATURE

(Corporate Officer)

TITLE

President

DATE

1/22/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

1/22/2000

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