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JUDITH M. SMITH, ESQUIRE
600-301 BLVD. WEST, SUITE 202
BRADENTON, FL 34205
(941) 741-4603

February 23, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

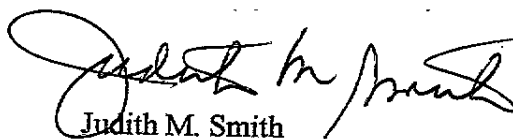
RE: NovAquatic, Inc.

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-02/28/01--01054--003
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for NovAquatic, Inc., as well as a check for \$78.75 to cover the costs of the filing fee and certified copy. Please return a certified copy of the Articles of Incorporation to me at the address listed above.

Very truly yours,


Judith M. Smith

JMS/pb
Enclosures

FILED
2001 FEB 28 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/3/01

**ARTICLES OF INCORPORATION OF
NOVAQUATIC, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be NovAquatic, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida is located at 41225 Parks Road, Myakka City, Florida 34251.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Act.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 4761 Wingate Road, Myakka City, FL 34251. The name of the initial Registered Agent for the corporation at that address is Patti Beckert.

The written acceptance of said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the act that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties, to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of 2 directors. The initial Board of Directors shall consist of:

Patricia A. Seymour, President and Director
Lisa McCloud, Secretary and Director

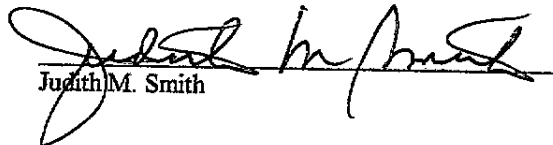
ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Judith M. Smith, Esquire
600-301 Blvd. West, Suite 202
Bradenton, FL 34205

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23 day of February, 2001.

Incorporator:

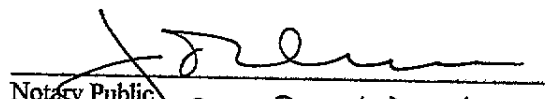

Judith M. Smith

STATE OF FLORIDA)
)SS:
COUNTY OF MANATEE)

The foregoing instrument was acknowledged by me this 23rd day of February 2001 by Judith M. Smith, who is personally known by me or who has produced _____ as identification and who did not take an oath.



Jean Joseph Deschenes
My Commission CC986951
Expires December 10, 2004


Notary Public
Printed Name: Jean Joseph Deschenes

My Commission Expires:

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

NovAquatic, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 41225 Parks Road, Myakka City, FL 34251 has named PATTI J. BECKERT, whose address is 4761 Wingate Road, Myakka City, Florida 34251, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Patti J. Beckert
Patti J. Beckert

STATE OF FLORIDA)
)SS:
COUNTY OF MANATEE)

The foregoing instrument was acknowledged by me this 23rd day of February 2001, by Patti J. Beckert, who is personally known by me or who has produced _____ as identification and who did take an oath.



Jean Joseph Deschenes
My Commission CC986951
Expires December 10, 2004

Jean Joseph Deschenes
Notary Public
State of Florida

Printed Name: Jean Joseph Deschenes

My Commission Expires:

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2001 FEB 28 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA