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

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TALLAHASSEE, FLORIDA

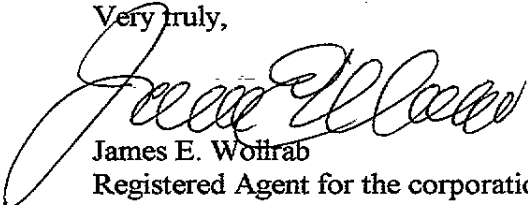
Re: Articles of Incorporation-Bluewater Homemakers, Inc.

Gentlemen:

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

Please find submitted articles of incorporation for Bluewater Homemakers, Inc. and a check for \$78.75 as the incorporation fee.

Very truly,


James E. Wollrab
Registered Agent for the corporation

8018 NW 100 Way
Tamarac, FL 33321

jewollrab@aol.com
954-720-4366

6-
3-13-01

Articles of Incorporation
Of
Bluewater Homemakers, Inc.

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The undersigned natural person of the age of twenty-one(21) years or more, for the purpose of forming a corporation under the General and Business Corporation Law of the State of Florida, does hereby adopt the following Articles of Incorporation:

Article One

The name of the corporation is: **Bluewater Homemakers, Inc.**

Article Two

The address of the initial registered office in the State of Florida is **8018 NW 100 Way, Tamarac, Florida 33321**; the name of the initial registered agent of the Corporation is **James E. Wollrab**. Also principal office.

Article Three

The aggregate number of shares which the Corporation shall have the authority to issue shall be Thirty Thousand (30,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of said class are none, except that the preemptive right of common shareholders to acquire additional shares of the common stock of the Corporation shall exist.

Article Four

The number of shares to be issued before the corporation shall commence business is Five Hundred (500) shares, the consideration to be paid therefor shall be One Dollar (\$1.00) per share or more, and the capital with which the Corporation shall commence business is a minimum of Five Hundred Dollars (\$500.00).

Article Five

The name and place of residence of the Incorporator is **James E. Wollrab, 8018 NW 100 Way, Tamarac, Florida 33321**.

Article Six

The Board of Directors shall consist of three members, none of whom need be a shareholder of the corporation, to be elected at the first meeting of shareholders. At any given time, the shareholders may choose to leave as many as two director positions vacant pending election of individuals to those positions. Note that this article is subject to the special terms set forth in Article Eleven hereinbelow.

Article Seven

The duration of the corporation is perpetual.

Article Eight

The corporation is formed for the following purposes:

The development, design, construction, sale, purchase, organization and placement of personal care processes and systems and all activities related thereto and any business activities not in conflict with the laws of the State of Florida and the laws of the United States of America; the performance of personal service contracts, agency functions and consulting services; the performance of fiduciary and representative functions; and the performance of any and all businesses related thereto for the benefit of its shareholders. The Corporation may expand or limit its business pursuant to good and reasonable business practices and may perform all other actions and functions permitted by the laws of the several States and the common law developed therein governing general business corporations.

To borrow or raise money or its equivalent for any of the purposes of this corporation and to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, either secured by mortgage, pledge or otherwise unsecured, for any money borrowed, or in payment of property purchased, leased or acquired, or for other items to mortgage or pledge all or any part of its properties, rights, interests, and franchises, including any or all shares of stock, bonds,

debtentures, notes, script or other obligations or evidences of indebtedness at any time owned by the Corporation.

To buy, lease and otherwise acquire lands and interests on lands of every kind and description and wheresoever situated; to buy lease and otherwise acquire and to construct and erect buildings, structures and residences of kinds in and on said lands for any uses and purposes; to hold, own, improve, develop, maintain, operate, lease, convey, exchange, mortgage, sell and otherwise dispose of said lands or any interests therein.

To buy, sell, hold, own and otherwise deal in open accounts, commercial papers, bills of lading, warehouse receipts, bonds, securities, leases, contracts, mortgages, choses in action and personal property of every kind, nature and description; to buy, sell, hold own, take and receive, by way of absolute or security title, and deliver, on consignment or in trust or under bailments, and otherwise deal in personal property of any kind and nature and description.

To buy, own, hold, sell, assign, transfer, mortgage, pledge and deal in stocks, bonds, securities and evidences of indebtedness issued or created by any other corporation, association, partnership or individual; and, while in control of the same, to exercise all rights, powers and privileges thereunto appertaining.

To buy and sell and otherwise deal in calls, puts, spreads, indexes and all other forms of options, both covered and uncovered. To buy, sell and otherwise deal in common stocks and bonds and to maintain margin accounts.

To buy, sell, hold, assign, transfer, mortgage, pledge and deal in and with its own capital stock, notes, bonds, securities and evidences of indebtedness in such manner and to such extent as may now or hereafter be permitted by law.

To enter into, make, perform and carry out as principal, agent or broker, contracts of any and all kind for any business purpose with any person, firm, association or corporation or with any domestic or foreign governmental, municipal or public authority or entity of any kind.

To purchase and acquire, as a going concern or otherwise and to carry on, maintain and operate all or any part of the property or business of any corporation or firm, association, entity or person whatsoever deemed to be of benefit to the corporation or useful in any manner in connection with any of its business purposes; to conduct, transact, operate and carry on business incidental or germane to the business purposes hereinabove enumerated.

To have and exercise all the powers now or hereafter conferred by the laws of the State of Florida and the laws of the several States upon corporations organized under the laws of said State and any and all acts amendatory thereto and supplemental thereto; and to do any and all things necessary and proper in carrying out or accomplishing any and all of the above-cited purposes or any part thereof not inconsistent with the Constitution and laws of the State of Florida or these Articles of Incorporation.

Article Nine

To the full extent permitted by Florida law, each director, officer, employee or agent of this corporation, or former director, officer, agent or employee and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, a director, officer, agent or employee; and any person who, at the request of this corporation, served as director, officer, employee or agent of another corporation, partnership, combined venture, trust or other enterprise shall in like manner be indemnified by this Corporation. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director, officer, agent or employee, including expenses, counsel fees and costs reasonably incurred in connection herewith. The right of indemnification herein provided shall not be exclusive of any other rights to which such director, officer, agent or employee may be lawfully entitled.

Article Ten

The Board of Directors shall have the power and right to alter, amend or repeal the bylaws of the corporation; provided, however, that no such action taken pursuant hereto shall be inconsistent with the laws of the State of Florida then in force.

Article Eleven

The Board of Directors of the Corporation is authorized and hereby directed to adopt a plan pursuant to Section 1244 of the Internal Revenue Code prior to the issuance of any common stock by the Corporation provided that said section of the code or its equivalent is in force at the time of incorporation and said plan shall cover the issuance of the initial Thirty Thousand (30,000) shares of common stock of the Corporation; for the purposes of this plan, the initial Board of Directors shall be elected according to the terms of the Subscription Agreements executed by the individuals, partnerships and corporations subscribing to become shareholders of this Corporation; once the plan is adopted by the Corporation by vote of this Board of Directors and the shares of common stock issued to the shareholders, a new Board of Directors shall be elected by cumulative vote of the shareholders. This new Board of Directors is hereby directed to approve the plan cited herein and adopt it as its own act and deed for the benefit of the shareholders of this Corporation; after issuance of the first Thirty Thousand (30,000) common shares, the Board of Directors may proceed as it deems proper with respect to the issuance of any other securities by the Corporation.

IN WITNESS WHEREOF, I have set my hand this 4th day of March 2001 as INCORPORATOR and as REGISTERED AGENT for those individuals and corporations subscribing to become shareholders of this Corporation. I am familiar with and accept the duties and responsibilities of Registered Agent.


James E. Woffrab, Incorporator and Registered Agent

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