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ATTORNEYS AT LAW

BARRY J. FULLER

Member Florida and California Bars

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Member Florida and Hawaii Bars

Certified Public Accountant, Florida and Hawaii

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June 20, 2001

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

**Re: ARTICLES OF INCORPORATION OF WATERFALLS BY DESIGN, INC.,
A FLORIDA CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation as referenced above together with my firm's check for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,

Barry J. Fuller
Barry J. Fuller

BJF:mag

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WATERFALLS BY DESIGN, INC.**

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

**FIRST
NAME**

The name of the Corporation is: **WATERFALLS BY DESIGN, INC.**

**SECOND
DURATION**

The period of duration of the Corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per share.

**FIFTH
PRINCIPAL OFFICE**

The street address of the initial principal office in Florida of the Corporation is 4766 Belladonna Street, Middleburg, Clay County, Florida 32068.

**SIXTH
REGISTERED OFFICE AND AGENT**

The street address in Florida of the initial registered office of the corporation is 2301 Park Avenue, Suite 404, Orange Park, Clay County, Florida 32073, and the name of the initial registered agent at such address is **BARRY J. FULLER**.

**SEVENTH
INITIAL INCORPORATOR**

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
BARRY J. FULLER	2301 Park Avenue, Suite 404 Orange Park, FL 32073

**EIGHTH
PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for 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 ratio of the authorized and issued shares of common stock held by the holder to all shares of common

**NINTH
CUMULATIVE VOTING**

The Shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one Shareholder as many votes as the number of directors to be elected multiplied by the number of said Shareholder's shares, to distribute them among as many candidates as said Shareholder may wish. Notice must be given by any Shareholder to the President or as Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a Shareholders' meeting for the election of directors that said Shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 20 day of June, 2001.



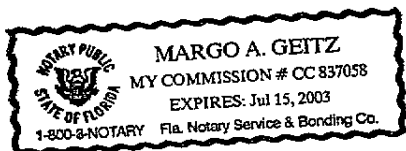
BARRY J. FULLER, Incorporator


**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared **BARRY J. FULLER**, who is known to be the person described in and who subscribed the above Articles of Incorporation,

and did freely and voluntarily acknowledge before me according to law that*he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of June, 2001, in the County and State aforesaid.




NOTARY PUBLIC
State of Florida at large
My Commission expires: 7-15-03

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is: **WATERFALLS BY DESIGN, INC.** The name and address of the registered agent and office is:


Barry J. Fuller
2301 Park Avenue, #404
Orange Park, Florida 32073



Barry J. Fuller
Incorporator

Date: 6-20-01

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.



Barry J. Fuller

Date: 6-20-01