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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

AQUAGEM LL., INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**H** 01000087020**ARTICLES OF INCORPORATION
OF**01 AUG -3 PM 2:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS**ARTICLE I NAME**

The name of this Corporation is **AQUAGEM I.L., INC.**

ARTICLE II DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is **LILIANA VARGAS, 14465 S.W 93 Terrace Miami Fl 33186.**
The principal place of business of the Corporation shall be 9020 N.E 8 Avenue Ste 3-F, Miami Shores, Fl 33138.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, adopted by the Stockholders.

The names and addresses of the initial Director are:

NAME**ADDRESS**

Liliana Vargas

14465 S.W 93 Terrace
Miami, Fla 33186**H** 01000087020

Irmgard Estelrich

9020 N.E 8 Avenue 3F
Miami Shores, Fl 33138

ARTICLE VII LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same Kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X INCORPORATOR

The person signing these articles is Liliانا Vargas, 14465 S.W 93 Terrace, Miami Florida 33186.

ARTICLE XI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this August 2, 2001


Liliانا Vargas

H 01000087029**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of sections 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.

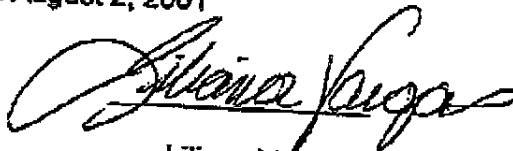
AQUAGEM I.L INC. a Florida Corporation organized under the laws of the State of Florida has named Liliana Vargas, at Miami Dade County, State of Florida, as its agent to accept service of process within this state.

FILED
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AUG -3 PM 2:31


Liliana Vargas

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR, AQUAGEM LL, INC. 9020 N.E 8 AVENUE STE 3F, MIAMI SHORES, FL 33138. THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this August 2, 2001


Liliana Vargas**H** 01000087029