

CORPORATE
ACCESS,
INC.

PD1000080705

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Profit

1.) Wateredge Ltd, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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-08/15/01-01018-024
*****78.75 *****78.75

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

W01-18907

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J. BRYAN AUG 15 2001

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2001

CORPORATE ACCESS, INC.
236 E. 6TH AVE.
TALLAHASSEE, FL 32303

SUBJECT: WATEREDGE LTD, INC.
Ref. Number: W01000018907

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We have received your document for WATEREDGE LTD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 901A00046790

Corrected
Thanks
[Signature]

ARTICLES OF INCORPORATION
OF
WATEREDGE LIMITED, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Place of Business

The name and address of this corporation shall be:

Wateredge LIMITED, INC.
7623 Rustic Drive
Tampa, FL 33634

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(A) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said share of capital stock may be paid, in whole or in part, in cash, or other property (tangible or intangible) or in labor or services actually performed for the corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non assessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

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ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at **6401 S. Westshore Blvd, # 1105, Tampa, Florida 33617** and the initial Registered Agent of this corporation at such office shall be **Brian Bouton**. This corporation shall have the right to change such registered office and such Registered Agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of seven (7) members. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, such members to hold office until successors have been duly elected and qualify. The name and street address of the initial Board of Directors is as follows:

	<u>Name</u>	<u>Address</u>
1.	Jaclyn G. Walker	7623 Rustic Drive Tampa, Fl 33634
2.	Brian Bouton	6401 S. Westshore Blvd. #1105 Tampa, FL 33617

ARTICLE VIII

Incorporator

The name and address of the Incorporator making these Articles of Incorporation is:

**Jaclyn G. Walker
7623 Rustic Drive
Tampa, FL 33634**

ARTICLE IX

By-Laws

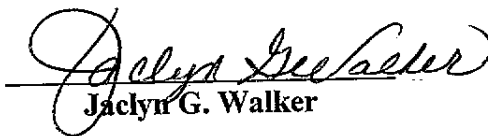
- (A) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, will be vested in the Board of Directors of this corporation: provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or new bylaws in lieu thereof may be adopted by vote of the stockholders. No bylaw may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of stockholders.
- (B) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida of the United States of America.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purpose therein stated.


Jaclyn G. Walker

8/14/2001
Date

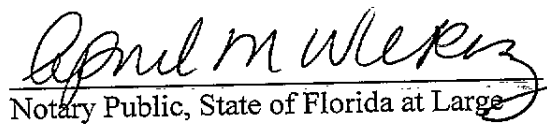
State of Florida
County of Hillsborough

BEFORE ME, the undersigned authority, on this 14 day of August, 2001 personally appeared Jaclyn G. Walker, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the aforesaid date.

My commission expires:

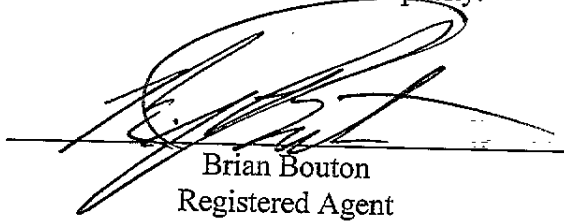


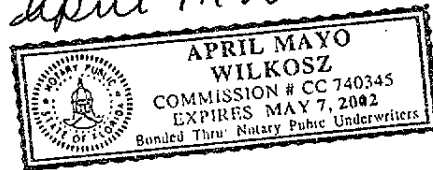

Notary Public, State of Florida at Large

Presented DL
DL # W426-427-45-784

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Brian Bouton having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in this certificate, hereby agrees and consents to act in that capacity.


Brian Bouton
Registered Agent



Present FL D/L

B350-070-71-010-0

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