



LAW OFFICES OF

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December 12, 2001

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

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RE: Articles of Incorporations
Under Water Engines, Inc.

Dear Sirs:

Enxlosed please find the Articles of Incorporations completed along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to Kurt Determann at the address listed on the documents. If you should have any questions, please feel free to contact our office.

Yours truly:

Danielle Victor-Laguerre, Esq.

cc: Kurt Determann.

* \$ 78⁰⁰ Fee enclosed

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
UNDER WATER ENGINES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I.

NAME: The name of this corporation is:

UNDER WATER ENGINES, INC.

NATURE OF THE BUSINESS:

The general nature of the business to be transacted by this corporation shall be:

(a) To develop and operate any and all technologies related to the business of underwater engines including marketing, sales and or any other legal business related thereof.

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~~(b) To invest and reinvest funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services of the flower business and otherwise related ventures.~~

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this Corporation enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial address of the principal office of this corporation in the state of Florida shall be:

3784 S.W. SUNSET TRACE CIRCLE
PALM CITY, FLORIDA 34990

The Board of Directors may, from time to time move the principal office to any other address in the Country.

ARTICLES VII

This Corporation shall have one (2) directors initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VIII

The names and post office addresses of the first Board of Director is:

NAME	OFFICE	ADDRESS
KURT DETERMANN,		3784 S.W. SUNSET TRACE CIRCLE, PALM CITY, FL 34990
RUSS WOLF,		610 KINSTON STREET, PORT ST. LUCIE, FLORIDA 34983

The persons named as initial Directors shall hold office for the first year, or until its successors are chosen.

ARTICLE IX

SUBSCRIBERS: The name and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take and the value of the consideration therefore is:

3784 S.W. SUNSET TRACE CIRCLE, PALM CITY, FLORIDA 34990

ARTICLE X

INITIAL REGISTERED AGENT: The street address of the initial registered office is KURT DETERMANN, 3784 S.W. SUNSET TRACE CIRCLE, PALM CITY, FLORIDA 34990 and the name of the initial registered agent of this corporation is KURT DETERMANN.

ARTICLE XI

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on this 12th day of December, 2001.

RUSS WOLF

PRESIDENT

KURT DETERMANN

VICE-PRESIDENT

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared RUSS WOLF and KURT DETERMANN to be well known and who subscribed as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at MARTIN COUNTY, FLORIDA on this 12TH day of DECEMBER, 2001.

My commission expires:



Danie V Laguerre
My Commission CC732838
Expires April 27, 2002

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Vice PRESIDENT

DATE: 12/12/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA