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ADDITIONAL JURISDICTIONS

*ADMITTED IN ILLINOIS

**ADMITTED IN U.S. VIRGIN ISLANDS

***ADMITTED IN MICHIGAN

†ADMITTED IN WASHINGTON, D.C.

††ADMITTED IN OHIO

†††LL.M. IN OCEAN AND COASTAL LAW

†††LL.M. IN TAXATION

*ADMITTED IN WISCONSIN

**ADMITTED IN GEORGIA

***ADMITTED IN NEW YORK

March 19, 2002

VIA FEDEX

Corporate Records Bureau
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation
AQUA INVESTMENT FUNDING, INC.

Ladies and Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for *Aqua Investment Funding, Inc.*, along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/jwl
Enclosure

200005137032--6
-03/20/02--01061--006
*****122.50 *****78.75

FILED
02 MAR 20 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 3126

ARTICLES OF INCORPORATION
OF
AQUA INVESTMENT FUNDING, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

AQUA INVESTMENT FUNDING, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including, but not limited to, real estate ownership, real estate consulting, developing, property management, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue nine hundred (900) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2033 Main Street, Suite 101, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation is Paul D. Beitlich, whose address is 2033 Main Street, Sarasota, Florida 34237.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Paul D. Beitlich, President, Director and Secretary
2033 Main Street, Suite 101
Sarasota, FL 34237

Bruno Sprengs, Director, Vice-President and Treasurer
1181 S.W. Garfield Avenue
Topeka, KS 66604-1328

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Beitlich
2033 Main Street, Suite 101
Sarasota, FL 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

2033 Main Street, Suite 101
Sarasota, FL 34237

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

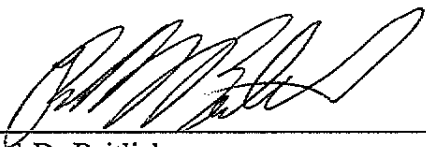
This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

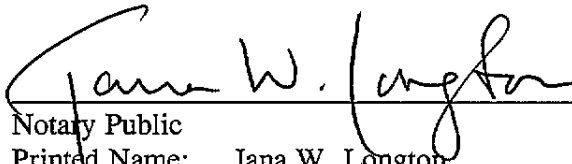
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 19th day of March, 2002.



Paul D. Beitlich (SEAL)

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 19th day of March, 2002, by
Paul D. Beitlich, who is personally known to me.



Notary Public
Printed Name: Jana W. Longton

My Commission Expires:

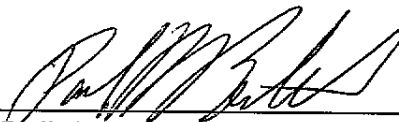


Jana W. Longton
MY COMMISSION # DD087423 EXPIRES
January 28, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE
SERVED.

Pursuant to Section 607.034, Florida Statutes, AQUA INVESTMENT FUNDING, INC.,
desiring to organize under the laws of the State of Florida, has named Paul D. Beitlich, located at
2033 Main Street, Suite 101, Sarasota, FL 34237, as its agent to accept service of process within
this state.

Having been named to accept service of process for the above corporation at the place
designated in this certificate, I hereby accept appointment in such capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.



Paul D. Beitlich
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA