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TRANSMITTAL LETTER

02 APR -1 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700005179627--7
-04/01/02-01058-005
*****78.75 *****78.75

SUBJECT: Articles of Incorporation

I enclose an original and 2 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 78.75.

From: Patti Jo Stephens
Name 22915 Blue Gill Lane
Address Cudjoe Key, Fl. 33042
City 305 State 745 Zip 8747
Telephone Number

D. WHITE APR - 5 2002

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ARTICLES OF INCORPORATION
OF
BLUE WATER ART STUDIO, INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

BLUE WATER ART STUDIO, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

22915 BLUE GILL LANE
CUDJOE KEY, FL 33042

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5000). Such shares shall be of a single class and shall have NO par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

PATTI JO STEPHENS
22915 BLUE GILL LANE
CUDJOE KEY, FL 33042

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

PATTI JO STEPHENS
22915 BLUE GILL LANE
CUDJOE KEY, FL 33042

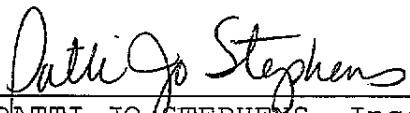
ARTICLE VI DIRECTORS

The corporation shall have ONE director. The name and address of the initial director of the corporation are:

PATTI JO STEPHENS
22915 BLUE GILL LANE
CUDJOE KEY, FL 33042

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The undersigned has executed these Articles of Incorporation this 28th day of Mar 2002.



PATTI JO STEPHENS, Incorporator

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CERTIFICATE OF DESIGNATION

02 APR -1 PM 1:50

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:

BLUE WATER ART STUDIO, INC.

2. The name and address of the registered agent and office is:

PATTI JO STEPHENS
22915 BLUE GILL LANE
CUDJOE KEY, FL 33042

SIGNATURE: Patti Jo Stephens

Title: _____

Date: 3/28/02

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.

Signature: Patti Jo Stephens

Date: 3/28/02