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FILED

April 30, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of CLEARWATER IMAGINATIONS, INC.

Dear Sir:

800005450938--7  
-05/03/02--01091--002  
\*\*\*\*315.00 \*\*\*\*78.75

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Mark Horschel

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CLEARWATER IMAGINATIONS, INC.

ARTICLE I. NAME

The name of this corporation is  
CLEARWATER IMAGINATIONS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares  
of \$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3101 North Hwy. A1A, Indialantic, Florida, 32903, and the name of the initial registered agent of this corporation at that address is Mark Horschel.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MARK HORSCHEL  
186 Dotted Dove Lane  
Indialantic, Florida, 32903

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3101 North Hwy. A1A, Indialantic, Florida 32903 and the mailing address of the corporation is 186 Dotted Dove Lane, Indialantic, Florida 32903.

ARTICLE IX. INCORPORATOR

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

MARK HORSCHEL  
186 Dotted Dove Lane  
Indialantic, Florida 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 30th day of April, 2002.

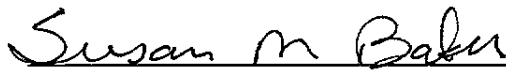
  
Mark Horschel

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARK HORSCHEL, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of April, 2002.

FLIDL# H624545-72-066-0

  
Notary Public



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That CLEARWATER IMAGINATIONS, INC., desiring to organize  
under the laws of the State of Florida, with its principal office  
at 3101 North Hwy. A1A, Indialantic, Brevard County, Florida  
32903, has named MARK HORSCHEL, located at 3101 North Hwy. A1A,  
Indialantic, Brevard County, Florida 32903, as its agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.



Mark Horschel  
Registered Agent