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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 25 AM 10:04

BENNETT, CAMPBELL & BENNETT

ATTORNEYS AT LAW
POST OFFICE BOX 2422 (32402-2422)
112 EAST THIRD COURT
PANAMA CITY, FLORIDA 32401
Telephone (850) 763-4671
Telecopier (850) 784-3915

JULIAN BENNETT
DERRICK BENNETT
TIMOTHY CAMPBELL
DAYTON LOGUE, OF COUNSEL

Beach Office
15238 Front Beach Road
Panama City Beach, Florida 32413
(850) 236-9000

July 18, 2002

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*****78.75 *****78.75

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

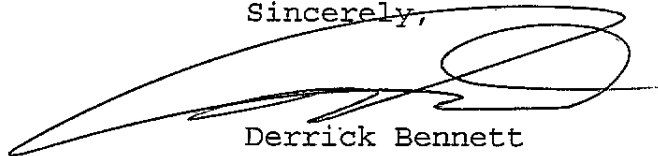
Re: Bluewater Center, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,



Derrick Bennett

DB:hvs

Enclosures as stated.

cc: client

7-26

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ARTICLES OF INCORPORATION

OF

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BLUEWATER CENTER, INC.

ARTICLE I - NAME

The name of this corporation is Bluewater Center, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 3705 Delwood Dr. Panama City Beach, FL 32408 and the registered agent of the Corporation is Derrick Bennett, 112 E. Third Ct. Panama City, Florida 32401.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be increased or from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial

Directors of the Corporation is: Chris Hine 3705 Delwood Dr. Panama City Beach, FL 32408.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Derrick Bennett, Esq. 112 E. Third Ct. Panama City, FL 32401.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

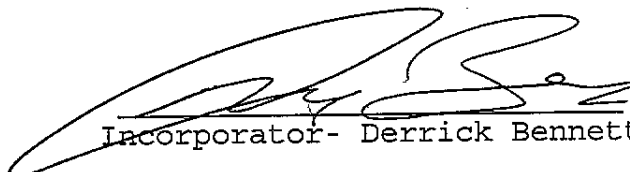
ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 15 day of June, 2002.

 (SEAL)
Incorporator- Derrick Bennett

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Derrick Bennett, who is personally known to me or who produced _____ as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 15 day of ~~June~~^{July}, 2002.



Julie A Wilson
My Commission DD045268
Expires July 26, 2005

Julie A. Wilson
Notary Public
My Commission Expires: July 26, 2005
My Commission Number: DD045268

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED
AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

02 JUL 25 AM 10:04


In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that **Bluewater Center, Inc.**, desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 3705 Delwood Dr. Panama City Beach, FL 32408, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 15 day of July, 2002.


Incorporator-Derrick Bennett

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent-Derrick Bennett