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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 JUL 29 PM 4: 05

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FLORIDA PROFTT CORPORATION OR P.A.

WATERFRONT SHELLS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
WATERFRONT SHELLS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator under and by virtue of the laws of the State of Florida, and particularly the Florida General Corporation Act, as provided in Chapter 607, Florida Statutes, and any acts supplementary thereto, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be: WATERFRONT SHELLS, INC. and its principal office and mailing address shall be:

c/o WATERFRONT SHELLS, INC.
3020 N. FEDERAL HWY. STE. 11B
FT. LAUDERDALE, FL 33306

ARTICLE II

The location of its initial registered office in the State of Florida is 3020 N. Federal Hwy Sta. 11B, Ft. Lauderdale, FL 33306, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida and the United States as said corporation may from time to time determine. The name of its initial registered agent at said address is Dorothy Kripa.

ARTICLE III

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

ARTICLE IV

The authorized capital stock of the corporation shall be five hundred (500) shares of common stock having a par value of 1.00 per share. The holders of stock of the corporation shall be entitled to one (1) vote for each share of stock held at all meetings of the stockholders. Cumulative voting shall not be permitted. All subscriptions of stock shall be paid for in lawful money of the United States of America, or in property, security, labor, services or such other method of payment as the Board of Directors may reasonably approve, at a just valuation being fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with capital stock of the corporation, at a just valuation being fixed by the Board of Directors, and the corporation may from time to time increase its capital stock to any amount within authorization by law.

John C. Walker, C.P.A., P.A.
3020 North Federal Highway, Suite 11 B
Ft. Lauderdale, Florida 33306

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ARTICLE V

The term of the existence of the corporation shall be perpetual.

ARTICLE VI

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

Dorothy Krips
3020 N. Federal Hwy. Ste. 11B
Ft. Lauderdale, FL, 33306

ARTICLE VII

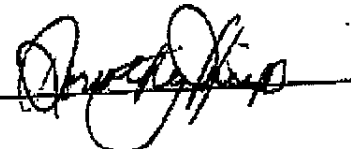
The numbers of directors of the corporation shall be a minimum of one (1) and not more than fifteen (15), none of whom shall be required to be stockholders, nor to be residents of the State of Florida.

ARTICLE VIII

The names and post office address for the first Board of Directors of the corporation, who, subject to the provisions of Certificate of Incorporation, By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

Dorothy Krips
3020 N. Federal Hwy. Ste. 11B
Ft. Lauderdale, FL 33306

The undersigned, being the original subscriber to the capital stock hereinbefore described and to these Articles of Incorporation to do business within and without the State of Florida, and the pursuant to the laws of the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto subscribed his hand this July 19, 2002.

By: 

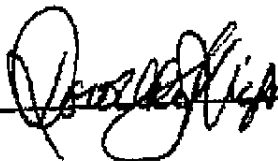
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; WATERFRONT SHELLS, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida has named Dorothy Krips, 3020 N. Federal Hwy. Ste. 11B, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I agree to comply with the provision of said act related to keeping open said place.

By. 

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