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BLUE TIDES, INC.
1704 HIGH RIDGE ROAD
LAKE WORTH, FL 33461
(561) 723-2028

October 10, 2002

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*****87.50 *****87.50

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 16 PM 2:24

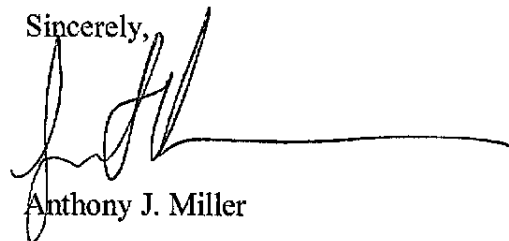
Re: Blue Tides, Inc. -- Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Blue Tides, Inc., along with a check in the amount of \$87.50 for filing fees. Please file these Articles and return a certified copy and a Certificate of Status to me at the above address.

Thank you for your assistance in this matter. If you have any questions or require additional information, please contact me on (561) 723-2028.

Sincerely,



Anthony J. Miller

AJM/rn
Enclosures

F. CHESLER OCT 16

**ARTICLES OF INCORPORATION
OF
BLUE TIDES, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be Blue Tides, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1704 High Ridge Road, Lake Worth, FL 33461.

ARTICLE III -- NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV -- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.10 per share.

ARTICLE V -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 1704 High Ridge Road, Lake Worth, FL 33461, and the name of the initial Registered Agent for the corporation at that address is Anthony J. Miller.

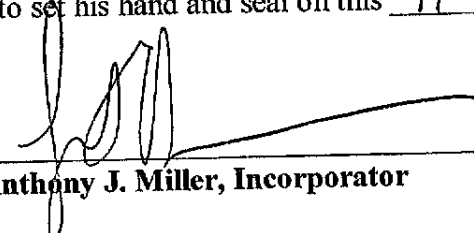
ARTICLE VI -- LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII -- INCORPORATOR

The name and address of the incorporator is: Anthony J. Miller, 1704 High Ridge Road, Lake Worth, FL 33461.

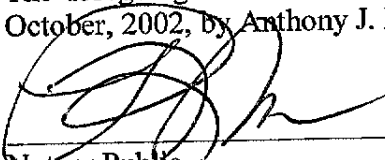
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11 day of October, 2002.



Anthony J. Miller, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was executed and acknowledged before me this 11th day of October, 2002, by Anthony J. Miller.



Notary Public

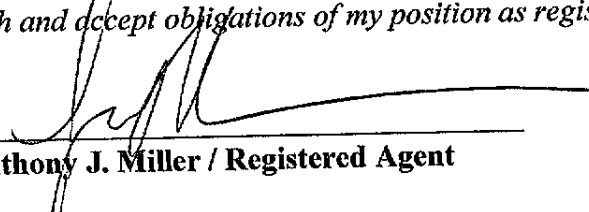
(SEAL)



Robyn Nakagawa
Commission # DD 059794
Expires Sep. 24, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: 9/24/05

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 obligations of my position as registered agent.



Anthony J. Miller / Registered Agent

Date 10/11/02

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